

WEISBERGER MARK D

Form 4

August 17, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEISBERGER MARK D

(Last) (First) (Middle)

**450 N. BRAND BOULEVARD -
FLR 7**

(Street)

GLENDAL, CA 91023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DineEquity, Inc [DIN]

3. Date of Earliest Transaction
(Month/Day/Year)

08/14/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

formerly Vice President-Legal

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock, \$.01 par value | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock, \$.01 par value | 08/14/2009 | | M | | 2,021 (3) | A | \$ 0 |
| | | | | | 5,596 | D | |
| | | | | | 6,100 (1) | I | |
| | | | | | | | See Footnote |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock | (2) | 08/14/2009 | | M | 6,750 (2) | (2) (2) | Common Stock | 6,750 (2) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEISBERGER MARK D
450 N. BRAND BOULEVARD - FLR 7
GLENDALE, CA 91023

formerly Vice President-Legal

Signatures

by Diane Hernandez as attorney-in-fact for Mark D. Weisberger

08/17/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held in the DineEquity, Inc. 401(k) plan.
- (2) Represents shares released to Reporting Owner pursuant to separation agreement dated July 27, 2009.
- (3) Represents shares received by Reporting Owner pursuant to separation agreement dated July 27, 2009 less 4729 shares returned to Issuer to cover tax withholding.

Remarks:

Reporting person resigned his position with the Issuer effective July 31, 2009 and is no longer an officer of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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