

CELIO RICHARD C

Form 4

December 07, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CELIO RICHARD C

(Last) (First) (Middle)

450 N. BRAND BOULEVARD -
FLR 7

(Street)

GLENDAL, CA 91203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DineEquity, Inc [DIN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Restaurant Support Offic

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 Ownership (Instr. 4)
Common Stock	11/30/2009		M	(A) or (D) Amount 3,750 (1)	Price \$ 0 (1)	25,391 (2)	D
Common Stock	11/30/2009		F	1,341 (3)	\$ 21.63	24,050	D
Common Stock						3,285 (4)	I See Footnote (4)

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	(1)	11/30/2009		M	3,750 (1)	(1)	(1)	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CELIO RICHARD C
450 N. BRAND BOULEVARD - FLR 7
GLENDALE, CA 91203

Chief Restaurant Support Office

Signatures

Richard C. Celio 12/07/2009

**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).

On August 27, 2007, the reporting person was granted 7,500 shares of restricted stock pursuant to the DineEquity 2001 Stock Incentive Plan (formerly known as the IHOP Corp. 2001 Stock Incentive Plan). The grant agreement provided that the shares would vest according to the following schedule after the closing date of the Applebee's acquisition: (i) 25% 6 months following the closing date; (ii) 25% 12 months following the closing date; and (iii) the remaining 50% 24 months following the closing date. On November 30, 2009, the restrictions lapsed with respect to these shares.

The number of shares reported as directly owned by the reporting person immediately following this transaction has been adjusted to reflect the number of shares of common stock and restricted stock owned directly by the reporting person. In prior Form 4s, the reporting person inadvertently reported its restricted stock share ownership amounts in Table 2 as derivative securities. In all future Form 4 filings, the reporting person will account for, and report, grants of restricted stock in Table 1.

These shares were withheld by the Issuer to satisfy the tax withholding obligation of the reporting person with respect to the vesting on November 30, 2009 of 3,750 shares of restricted stock held by the reporting person.

These shares are held in the DineEquity, Inc. 401(k) plan.

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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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