GORDON MICHAEL STEPHEN

Form 4 March 03, 2010

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

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORDON MICHAEL STEPHEN**

(First) (Last)

(Middle)

450 N. BRAND BOULEVARD -FLR 7

(Street)

4. If Amendment, Date Original

DineEquity, Inc [DIN]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/01/2010

Symbol

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

GLENDALE, CA 91203

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

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

Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

TransactionAcquired (A) or

(A) or

4. Securities

Code V Amount (D) Price

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

X_ Director 10% Owner Officer (give title

Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

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

5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

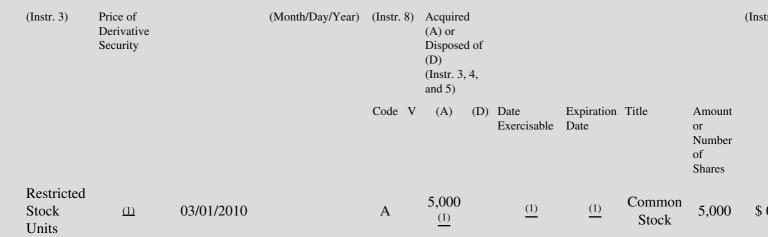
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GORDON MICHAEL STEPHEN

450 N. BRAND BOULEVARD - FLR 7 X

GLENDALE, CA 91203

Signatures

/s/ Rebecca Tilden as attorney-in-fact for Michael S.
Gordon
03/03/2010

**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 March 1, 2010, the reporting person received 5,000 restricted stock units of which 2,500 will be settled on vesting in shares of common stock and 2,500 will be settled on vesting in cash. The restricted stock units vest in full on March 1, 2013.
- (2) Granted as compensation for services.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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