

BIRCH JEAN M
Form 4/A
March 10, 2011

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 *
BIRCH JEAN M

(Last) (First) (Middle)

**450 NORTH BRAND
BOULEVARD, 7TH FLOOR**

(Street)

GLENDALE, CA 91203

(City) (State) (Zip)

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

DineEquity, Inc [DIN]

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

03/07/2011

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

03/08/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PRESIDENT, IHOP

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	03/07/2011		M	9,749	A \$ 28.21	45,119	D
COMMON STOCK	03/07/2011		S	9,749	D \$ 56.17 (1)	35,370	D

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

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SEC 1474
(9-02)

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)
STOCK OPTION (RIGHT TO BUY)	\$ 28.21	03/07/2011		M	9,749	02/22/2011 ⁽²⁾ 02/22/2020	COMMON STOCK 9,749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRCH JEAN M 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203			PRESIDENT, IHOP	

Signatures

/s/ Kisha L. Parker as attorney-in-fact for Jean M. Birch 03/10/2011

__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) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.70, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- (2) The stock option was granted under the IHOP Corp. 2001 Stock Incentive Plan. This option to purchase 29,245 shares vests as to one-third of the shares on each of February 22, 2011, 2012 and 2013.

Remarks:

The transaction reported in this Amendment is not new, but is being reported again solely to reflect the exercise of the option a

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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