

NAHAS CAROLINE W
Form 4
August 22, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAHAS CAROLINE W

(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)
08/20/2012

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 below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| COMMON STOCK | 08/20/2012 | | M | | 2,000 A \$ 28.11 | 28,900 | D | |
| COMMON STOCK | 08/20/2012 | | S | | 2,000 D \$ 52.81 (1) | 26,900 | D | |
| COMMON STOCK | 08/21/2012 | | S | | 200 D \$ 52.45 (3) | 26,700 | D | |
| COMMON STOCK | 08/21/2012 | | S | | 4,800 D \$ 52.88 (4) | 21,900 | D | |

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

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(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) | \$ 28.11 | 08/20/2012 | | M | 2,000 | 05/21/2004 ⁽²⁾ 05/21/2013 | COMMON STOCK 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NAHAS CAROLINE W 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203 | X | | | |

Signatures

/s/ Kisha L. Parker as attorney-in-fact for Caroline W. Nahas
 Signature of Reporting Person: _____ Date: 08/22/2012

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).
 The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.53 to \$53.05, 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. 1994 Stock Option Plan for Non-Employee Directors. This option to purchase 5,000 shares vested as to one-third of the shares on each of May 21, 2004, 2005 and 2006.

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(3) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.44 to \$52.47, 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.

(4) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.51 to \$53.52, 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.

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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