

DineEquity, Inc
Form 4
March 04, 2014

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 *
KALVIN GREGGORY

(Last) (First) (Middle)

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

(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)

03/03/2014

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 ____ Other (specify
below) below)

SVP, CORPORATE CONTROLLER

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 | 03/03/2014 | | M | 1,349 A | \$ 52.37 9,937 | D | |
| COMMON STOCK | 03/03/2014 | | S | 700 D | \$ 82.67 (1) 9,237 | D | |
| COMMON STOCK | 03/03/2014 | | S | 649 D | \$ 83.41 (2) 8,588 | D | |
| COMMON STOCK | 03/03/2014 | | M | 866 A | \$ 72.28 9,454 | D | |
| COMMON STOCK | 03/03/2014 | | S | 400 D | \$ 82.61 (3) 9,054 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-------------------------|--------|---|
| COMMON STOCK | 03/03/2014 | S | 466 | D | <u>\$ 83.38</u> (4) | 8,588 | D |
| COMMON STOCK | 03/03/2014 | M | 1,515 | A | \$ 57.21 | 10,103 | D |
| COMMON STOCK | 03/03/2014 | S | 500 | D | <u>\$ 82.48</u> (5) | 9,603 | D |
| COMMON STOCK | 03/03/2014 | S | 1,015 | D | <u>\$ 83.306</u> (6) | 8,588 | D |
| COMMON STOCK | 03/03/2014 | S | 400 | D | <u>\$ 82.51</u> (7) | 8,188 | D |
| COMMON STOCK | 03/03/2014 | S | 549 | D | <u>\$ 83.38</u> (8) | 7,639 | 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| STOCK OPTION (RIGHT TO BUY) | \$ 52.37 | 03/03/2014 | | M | | 1,349 | | <u>(9)</u> | 02/28/2022 | COMMON STOCK | 1,349 |
| STOCK OPTION (RIGHT TO BUY) | \$ 72.28 | 03/03/2014 | | M | | 866 | | <u>(10)</u> | 02/22/2020 | COMMON STOCK | 866 |
| | \$ 57.21 | 03/03/2014 | | M | | 1,515 | | <u>(11)</u> | 02/28/2021 | | 1,515 |

STOCK
OPTION
(RIGHT
TO
BUY)

COMMON
STOCK

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| KALVIN GREGGORY 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203 | SVP, CORPORATE CONTROLLER |

Signatures

/s/ James R. Oehler as attorney-in-fact for Gregory
Kalvin

03/04/2014

__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 average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.20 to \$83.16, 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 price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.27 to \$83.69, 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.
- (3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.19 to \$83.07, 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 average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.28 to \$83.56, 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.
- (5) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.01 to \$82.96, 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.
- (6) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.17 to \$83.53, 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.
- (7) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.01 to \$83.00, 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.
- (8) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.03 to \$83.58, 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.
- (9) This option was granted to the reporting person under the DineEquity, Inc. 2011 Stock Incentive Plan on February 28, 2012. This option to purchase 4,047 shares of common stock vests as to one-third of the shares on each of February 28, 2013, 2014 and 2015.

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- (10) This option was granted to the reporting person under the DineEquity, Inc. 2011 Stock Incentive Plan on February 26, 2013. This option to purchase 2,598 shares of common stock vests as to one-third of the shares on each of February 26, 2014, 2015 and 2016.
- (11) This option was granted to the reporting person under the IHOP Corp. 2001 Stock Incentive Plan on February 28, 2011. This option to purchase 4,545 shares of common stock vested as to one-third of the shares on each of February 28, 2012, 2013 and 2014.

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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