

STEWART JULIA A
Form 4
December 10, 2009

FORM 4

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

OMB APPROVAL

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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 *
STEWART JULIA A

(Last) (First) (Middle)

450 N. BRAND BOULEVARD -
FLR 7

(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)
05/22/2007

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)
Chairman and CEO

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/22/2007		P	44 ⁽¹⁾ A \$ 56.93	10,089 ⁽²⁾	I	By Julia Stewart Trust
Common Stock	11/30/2009		M	13,500 ⁽³⁾ A \$ 0 ⁽³⁾	138,254 ⁽⁴⁾	D	
Common Stock	11/30/2009		F	6,177 ⁽⁵⁾ D \$ 21.63	132,077	D	
Common Stock					563 ⁽⁶⁾	I	See Footnote ⁽⁶⁾

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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)	8. Amount or Number of Shares
Restricted Stock	(3)	11/30/2009		M	13,500 (3)	(3) (3)	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART JULIA A 450 N. BRAND BOULEVARD - FLR 7 GLENDALE, CA 91203	X		Chairman and CEO	

Signatures

/s/ Julia A. Stewart
12/09/2009

**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).
- (1) Represents shares purchased pursuant to a broker-assisted dividend reinvestment program.
The number of shares reported as owned by the Julia Stewart Trust (the "Trust") immediately following this transaction reflects the number of shares beneficially owned by the Trust as of the date of this filing immediately after giving effect to this transaction.
 - (2) Because this transaction was not previously reported, the 44 shares owned by the Trust were not included in prior Forms 4. In addition, in prior Forms 4, 24,800 shares owned directly by the reporting person were inadvertently reported as owned by the Trust.
 - (3) On August 27, 2007, the reporting person was granted 27,000 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 29, 2009, the

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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 Forms 4, (i) 24,800

- (4) shares owned directly by the reporting person were inadvertently reported as owned by the Trust and (ii) restricted stock share ownership amounts were inadvertently reported as derivative securities in Table II. In all future Form 4 filings, the reporting person will account for, and report, grants of restricted stock in Table I.
- (5) These shares were withheld by the Issuer to satisfy the tax withholding obligations of the reporting person with respect to the vesting on November 29, 2009 of 13,500 shares of restricted stock held by the reporting person.
- (6) These shares are held in the DineEquity, Inc. 401(k) plan.

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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