

DineEquity, Inc
 Form 4
 February 24, 2016

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 *
JAKUBEK JOHN

(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)
 02/23/2016

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)

SVP, HUMAN RESOURCES

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	02/23/2016		M		18,500 A \$ 5.55	28,751	D
COMMON STOCK	02/23/2016		S		2,700 D \$ 84.24 (1)	26,051	D
COMMON STOCK	02/23/2016		S		10,792 D \$ 85.503 (2)	15,259	D
COMMON STOCK	02/23/2016		S		5,008 D \$ 85.91 (3)	10,251	D
COMMON STOCK	02/23/2016		M		7,500 A \$ 47.9	17,751	D

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COMMON STOCK 02/23/2016 S 7,500 D \$ 86.033 10,251 D
(4)

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	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)	Amount or Number of Shares
STOCK OPTION (RIGHT TO BUY)	\$ 5.55	02/23/2016		M	18,500	<u>(5)</u> 02/23/2019	COMMON STOCK	18,500
STOCK OPTION (RIGHT TO BUY)	\$ 47.9	02/23/2016		M	7,500	<u>(7)</u> 03/31/2018	COMMON STOCK	7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JAKUBEK JOHN
450 NORTH BRAND BOULEVARD, 7TH FLOOR
GLENDALE, CA 91203

SVP, HUMAN RESOURCES

Signatures

/s/ Bryan R. Adel as attorney-in-fact for John B. Jakubek

02/24/2016

**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 \$83.76 to \$84.72, 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2015.

(2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$84.89 to \$85.85, 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2015.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$85.90 to \$85.98, 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2015.

(4) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$85.87 to \$86.10, 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2015.

(5) The stock option was granted to the reporting person under the Issuer's Amended and Restated Equity Incentive Plan. The option vested as to one-third of the shares on each of February 23, 2010, 2011 and 2012.

(6) Granted as compensation for services.

(7) The stock option was granted to the reporting person under the Issuer's Amended and Restated Equity Incentive Plan. The option vested as to one-third of the shares on each of March 31, 2009, 2010 and 2011.

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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