DineEquity, Inc Form 4 June 30, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * KAY LARRY ALAN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

DineEquity, Inc [DIN] 3. Date of Earliest Transaction

(Month/Day/Year)

06/27/2014

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

450 NORTH BRAND BOULEVARD, 7TH FLOOR

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

GLENDALE, CA 91203

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	f			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Nun of Si
RESTRICTED STOCK UNITS (DIVIDEND EQUIVALENT RIGHTS)	<u>(1)</u>	06/27/2014		A	11.626	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	11.
RESTRICTED STOCK UNITS (DIVIDEND EQUIVALENT RIGHTS)	(2)	06/27/2014		A	13.68	<u>(2)</u>	(2)	COMMON STOCK	13
RESTRICTED STOCK UNITS (DIVIDEND EQUIVALENT RIGHTS)	<u>(3)</u>	06/27/2014		A	18.879	(3)	(3)	COMMON STOCK	18.

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runne, runness	Director	10% Owner	Officer	Other		
KAY LARRY ALAN 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203	X					

Signatures

/s/ James R. Oehler as attorney-in-fact for Larry
A. Kay

06/30/2014

**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).
- As previously reported, the reporting person was granted restricted stock units on February 25, 2014 that will vest on February 25, 2017.
- (1) Dividend equivalent rights accrued on the previously reported restricted stock units and will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.
- As previously reported, the reporting person was granted restricted stock units on February 26, 2013 that will vest on February 26, 2016.

 (2) Dividend equivalent rights accrued on the previously reported restricted stock units and will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.

(3)

Reporting Owners 2

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As previously reported, the reporting person was granted restricted stock units on February 28, 2012 that will vest on February 28, 2015. Dividend equivalent rights accrued on the previously reported restricted stock units and will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.