

CELIO RICHARD C  
Form 4  
March 09, 2009

**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 \*  
CELIO RICHARD C

(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)  
03/06/2009

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)

Vice President- Development

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)
Common Stoc, \$.01 par value				(A) or (D)	3,285 <sup>(1)</sup>	I	See Footnote
Common Stock, \$.01 par value	03/06/2009		M	(A) or (D)	1,433 <sup>(6)</sup> \$ 0 12,641	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)

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**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)	Amount or Number of Shares
Options	(2)					(2) (2)	Common Stock	(2)
Restricted Stock	(3)					(3) (3)	Common Stock	(3)
Restricted Stock	(4)					(4) (4)	Common Stock	(4)
Restricted Stock	(5)					(5) (5)	Common Stock	(5)
Performance Shares	(6)	03/06/2009		M	1,433	01/01/2009 (6)	Common Stock	1,433
Performance Shares	(7)					(7) (7)	Common Stock	(7)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

CELIO RICHARD C  
450 N. BRAND BOULEVARD - FLR 7  
GLENDALE, CA 91203

Vice President- Development

## Signatures

Richard C. Celio 03/09/2009

\*\*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) Shares held in the DineEquity, Inc. 401(k) plan.

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- (2) Employee stock options granted pursuant to DineEquity, Inc. 2001 Stock Incentive Plan.
- (3) Grant of Restricted Stock pursuant to DineEquity, Inc. 2001 Stock Incentive Plan. Restrictions on these shares will lapse on February 20, 2010, provided that Reporting Person continues to serve as an officer of DineEquity, Inc. until such date.
- (4) Grant of Restricted Stock pursuant to DineEquity, Inc. 2001 Stock Incentive Plan. Restrictions on these shares will lapse on February 26, 2011, provided that Reporting Person continues to serve as an officer of DineEquity, Inc. until such date.

- (5) Grant of Restricted Stock pursuant to DineEquity, Inc. 2001 Stock Incentive Plan. These shares vest after the closing date of the Applebee's acquisition in installments of 25% of shares after the 6 months, 25% of shares after the 12 months and 50% of shares after 24 months.

- (6) As previously reported, the shares shown in Table II are the Performance Share award payable in stock pursuant to Long Term Incentive Plan, Cycle 3, as if the Performance Share Plan performance targets were met at the 100% payout level. Based on actual performance against the targets, the shares paid out under the plan are reflected in Table I and represent a payout at the achieved amount of 62.5% of the target level.

- (7) Performance shares awarded under the DineEquity, Inc. 2001 Stock Incentive Plan. The award vests on January 1, 2010, for a percentage (0% to 150%) of the performance shares awarded based, in part, upon the Issuer's total shareholder return compared to the total shareholder return of a selected peer group and, in part, on the Issuer's generation of aggregate net cash flow from operations, as compared to pre-determined targets. Performance shares are payable one-half in cash and one-half in shares of the Issuer's Common Stock. The amount set forth in Column 5 represents the one-half portion of the award payable in shares of the Issuer's common stock as if a target level of 100% were achieved. The ultimate payout of shares will be based on the actual target level achieved and can range from 0 to 150% of this amount.

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.