

Archer Michael J.
Form 4
March 02, 2011

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 *
Archer Michael J.

(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)
02/28/2011

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)
PRESIDENT, APPLEBEE'S INTL

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)
COMMON STOCK	02/28/2011		A	(A) V Amount 3,059 (1)	\$ 0 (2)	71,309	D
COMMON STOCK	02/28/2011		M	4,400	\$ 5.55	75,709	D
COMMON STOCK	02/28/2011		S	4,400	\$ 58.3439 (3)	71,309	D

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO BUY)	\$ 57.21	02/28/2011		A	13,110	02/28/2012 ⁽⁴⁾	02/28/2021	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 5.55	02/28/2011		M	4,400	02/23/2010 ⁽⁵⁾	02/23/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Archer Michael J.
450 NORTH BRAND BOULEVARD, 7TH FLOOR
GLENDALE, CA 91203

PRESIDENT, APPLEBEE'S
INTL

Signatures

/s/ Kisha L. Parker as attorney-in-fact for Michael J. Archer

03/02/2011

__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 of restricted stock that will vest on February 28, 2014.
- (2) Granted as compensation for services.
- (3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$58.00 to \$58.63, 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

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trading plan adopted by the reporting person on December 10, 2010.

- (4) This option to purchase 13,110 shares will vest as to one-third of the shares on each of February 28, 2012, 2013 and 2014.
- (5) The stock option was granted on February 23, 2009 under the IHOP Corp. 2001 Stock Incentive Plan. This option to purchase 150,000 shares vests as to one-third of the shares on each of February 23, 2010, 2011 and 2012.

Remarks:

Exhibit List - Exhibit 24, Power of Attorney

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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