## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB 3235-0287 Number: December 31, 2014 Estimated average burden hours per 0.5

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

1. Name and Address of Reporting Person <sup>*</sup> KAY LARRY ALAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol DineEquity, Inc [DIN]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 450 NORTH E FLOOR	0 NORTH BRAND BOULEVARD, 7TH		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2012	(Check all applicable) X Director 10% Owner Officer (give title below) (specify below)				
(Street) GLENDALE (City)	CA (State)	91203 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing</li> <li>(Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One</li> <li>Reporting Person</li> </ul>				

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	( · · · · <b>)</b>	Execution Date, Transaction		on	4. Secur Acquired Dispose (Instr. 3,	l (A) d of	or (D)	Securities Beneficially Owned	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	,	(Instr. 4)		

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. 5. Transaction Code Deriva (Instr. 8) Securit Acquir (A) or Dispos of (D) (Instr. 4, and		ative ties red sed 3,	6. Date Exercisabl Expiration (Month/Da	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RESTRICTED STOCK UNITS	(1)	02/28/2012		A		1,910		(1)	(1)	COMMON STOCK	1,910	\$ 0 <sup>(2)</sup>	1,910	D	

## **Explanation of Responses:**

1. On February 28, 2012, the reporting person was granted 1,910 restricted stock units, all of which will be settled in shares of common stock on February 28, 2015, subject to the reporting person's continued service with the issuer.

2. Granted as compensation for services.

<u>/s/ Kisha L. Parker as</u> attorney-in-fact for Larry 03 Alan Kay

Person

<u>03/01/2012</u>

\*\* Signature of Reporting Date

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

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