FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

1. Name and Address of Reporting Person* Berk Howard M			2. Issuer Name and Ticker or Trading Symbol DineEquity, Inc [DIN]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 645 FIFTH AV	(First) (Middle) ENUE, 21ST FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 08/02/2012	(Check all applicable) X Director 10% Officer (give title below) (spec	ify			
(Street) NEW YORK (City)	NY (State)	10022 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X 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)	Execution Date,	Transaction Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)	or Indirect (I) (Instr. 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. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exe and Expira (Month/Day	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				
Total Return Equity Swap (1) (2) (3)	\$ 52.5	08/02/2012		x/K ⁽¹⁾			120,188	08/02/2012 ⁽¹⁾	09/17/2018 ⁽¹⁾	Common Stock	120,188	\$ 16.5972 ⁽¹⁾	0	ı	See Footnotes (2) (3)
Total Return Equity Swap (2) (3) (1)	\$ 52.5	08/02/2012		x/K ⁽¹⁾			36,180	08/02/2012 ⁽¹⁾	09/17/2018 ⁽¹⁾	Common Stock	36,180	\$ 9.8398 ⁽¹⁾	0	ı	See Footnotes (2) (3)
Total Return Equity Swap (1) (2) (3)	\$ 52.5	08/02/2012		x/K ⁽¹⁾			128,400	08/02/2012 ⁽¹⁾	09/17/2018 ⁽¹⁾	Common Stock	128,400	\$ 9.0019 ⁽¹⁾	0	ı	See Footnotes (2) (3)

Explanation of Responses:

- 1. On August 2, 2012, MSD SBI, L.P. ("MSD SBI") exercised its right to terminate and close out of each of its cash-settled total equity swap agreements ("Swaps") with Citibank, NA New York entered into on September 17, 2008, October 28, 2008 and November 20, 2008, respectively, covering an aggregate of 284,768 shares of the Issuer's Common Stock. The Swaps were settled at a price of \$52.50.
- 2. Represents securities owned by MSD SBI, MSD Capital, L.P. ("MSD Capital") is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Messrs. Dell, Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. The Reporting Person is an employee of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital.
- 3. The Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

/s/ Howard M. Berk 08/06/2012

** Signature of Reporting Person 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.