

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT No. 3)

IHOP CORP.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

449623-10-7

(CUSIP Number)

December 31, 1998 (fiscal year end of Issuer)

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

Page 1 of 5 Pages

CUSIP No. 449623-10-7

13G

Page 2 of 5 Pages

NAME OF REPORTING PERSON

1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Richard K. Herzer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 United States of America

		SOLE VOTING POWER
NUMBER OF	5	754,061
SHARES	-----	
		SHARED VOTING POWER
BENEFICIALLY	6	0
OWNED BY	-----	
		SOLE DISPOSITIVE POWER
EACH	7	736,199
REPORTING	-----	
PERSON		SHARED DISPOSITIVE POWER
WITH	8	17,862

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 754,061

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 10 []

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 11 7.45%

 TYPE OF REPORTING PERSON*
 12 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- Item 1(a). Name of Issuer:
IHOP Corp.
- Item 1(b). Address of Issuer's Principal Executive Offices:
525 North Brand Boulevard
Glendale CA 91203-1903
- Item 2(a). Name of Person Filing:
Richard K. Herzer
- Item 2(b). Address of Principal Business Office or, if none, residence:

525 North Brand Boulevard
Glendale CA 91203-1903

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number:

449623-10-7

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

Page 3 of 5 Pages

- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 754,061
- (b) Percent of Class: 7.45%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 754,061
 - (ii) shared power to vote or to direct the vote: 0

- (iii) sole power to dispose or to direct the disposition of:
736,199
- (iv) shared power to dispose or to direct the disposition
of: 17862

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Page 4 of 5 Pages

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

S I G N A T U R E

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/11/99

(Date)

/s/ Richard K. Herzer

(Signature)

Richard K. Herzer

Page 5 of 5 Pages