

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>KALVIN GREGORY</b>  (Last) (First) (Middle) <b>450 NORTH BRAND BOULEVARD, 7TH FLOOR</b>  (Street) <b>GLENDALE CA 91203</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DineEquity, Inc [ DIN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP, CORPORATE CONTROLLER</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/03/2014</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	03/03/2014		M		1,349	A	\$52.37	9,937	D	
COMMON STOCK	03/03/2014		S		700	D	\$82.67 <sup>(1)</sup>	9,237	D	
COMMON STOCK	03/03/2014		S		649	D	\$83.41 <sup>(2)</sup>	8,588	D	
COMMON STOCK	03/03/2014		M		866	A	\$72.28	9,454	D	
COMMON STOCK	03/03/2014		S		400	D	\$82.61 <sup>(3)</sup>	9,054	D	
COMMON STOCK	03/03/2014		S		466	D	\$83.38 <sup>(4)</sup>	8,588	D	
COMMON STOCK	03/03/2014		M		1,515	A	\$57.21	10,103	D	
COMMON STOCK	03/03/2014		S		500	D	\$82.48 <sup>(5)</sup>	9,603	D	
COMMON STOCK	03/03/2014		S		1,015	D	\$83.306 <sup>(6)</sup>	8,588	D	
COMMON STOCK	03/03/2014		S		400	D	\$82.51 <sup>(7)</sup>	8,188	D	
COMMON STOCK	03/03/2014		S		549	D	\$83.38 <sup>(8)</sup>	7,639	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
STOCK OPTION (RIGHT TO BUY)	\$52.37	03/03/2014		M		1,349	(9)	02/28/2022	COMMON STOCK	1,349	\$0	1,349	D	
STOCK OPTION (RIGHT TO BUY)	\$72.28	03/03/2014		M		866	(10)	02/22/2020	COMMON STOCK	866	\$0	1,732	D	
STOCK OPTION (RIGHT TO BUY)	\$57.21	03/03/2014		M		1,515	(11)	02/28/2021	COMMON STOCK	1,515	\$0	0	D	

**Explanation of Responses:**

1. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.20 to \$83.16, 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.
2. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.27 to \$83.69, 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.
3. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.19 to \$83.07, 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.
4. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.28 to \$83.56, 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.
5. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.01 to \$82.96, 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.
6. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.17 to \$83.53, 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.
7. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$82.01 to \$83.00, 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.
8. The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.03 to \$83.58, 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.
9. This option was granted to the reporting person under the DineEquity, Inc. 2011 Stock Incentive Plan on February 28, 2012. This option to purchase 4,047 shares of common stock vests as to one-third of the shares on each of February 28, 2013, 2014 and 2015.
10. This option was granted to the reporting person under the DineEquity, Inc. 2011 Stock Incentive Plan on February 26, 2013. This option to purchase 2,598 shares of common stock vests as to one-third of the shares on each of February 26, 2014, 2015 and 2016.
11. This option was granted to the reporting person under the IHOP Corp. 2001 Stock Incentive Plan on February 28, 2011. This option to purchase 4,545 shares of common stock vested as to one-third of the shares on each of February 28, 2012, 2013 and 2014.

/s/ James R. Oehler as  
attorney-in-fact for Gregory 03/04/2014  
Kalvin

\*\* 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.

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