

CELIO RICHARD C
Form 4/A
March 10, 2010

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CELIO RICHARD C

(Last) (First) (Middle)

450 N. BRAND BOULEVARD -
FLR 7

(Street)

GLENDAL, CA 91203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DineEquity, Inc [DIN]

3. Date of Earliest Transaction
(Month/Day/Year)

02/22/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/23/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Chief Restaurant Support Offic

6. 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)	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 ⁽¹⁾	02/22/2010		A	(A) or (D) A	\$ 0 (3) 27,394	D	
Common Stock					3,285	I	See Footnote (4)

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

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information contained in this form are not
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(9-02)

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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 Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Option (1)	\$ 28.21	02/22/2010		A	12,407	(5) 02/22/2020	Common Stock	12,407

Reporting Owners

Reporting Owner Name / Address	Relationships
CELIO RICHARD C 450 N. BRAND BOULEVARD - FLR 7 GLENDALE, CA 91203	Director 10% Owner Officer Other Chief Restaurant Support Office

Signatures

/s/ Rebecca Tilden as attorney-in-fact for Richard C. Celio

03/08/2010

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).

- On February 23, 2010, a Form 4 was filed for the reporting person that misreported the number of shares of restricted stock and options granted to the reporting person. This Form 4A is being filed to amend the transactions reported therein to report the correct number of shares of restricted stock and options granted to the reporting person.
- (1) granted to the reporting person. This Form 4A is being filed to amend the transactions reported therein to report the correct number of shares of restricted stock and options granted to the reporting person.
 - (2) Represents shares of restricted stock that vest in full on February 22, 2013.
 - (3) Granted as compensation for services.
 - (4) These shares are held in the DineEquity, Inc. 401(k) plan.
 - (5) The option vests in three equal annual installments beginning on February 22, 2011.

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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