

GORDON MICHAEL STEPHEN
 Form 5
 February 13, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GORDON MICHAEL STEPHEN
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
IHOP CORP [IHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

450 N. BRAND BOULEVARD - FLR 7

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/01/2006

6. Individual or Joint/Group Reporting

(check applicable line)

GLENDALE, CA 91203

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, \$.01 par value | | | | (A) or (D) Price | 35,000 | I | Trust ⁽¹⁾ |

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

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 control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: GORDON MICHAEL STEPHEN - Form 5

| 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| Options | \$ 48.09 | 03/01/2005 | Â | A | 833 (2) | Â 03/01/2006 03/01/2015 | Common Stock | 833 |
| Options | \$ 48.09 | 03/01/2005 | Â | A | 833 (2) | Â 03/01/2007 03/01/2015 | Common Stock | 833 |
| Options | \$ 48.09 | 03/01/2005 | Â | A | 834 (2) | Â 03/01/2008 03/01/2015 | Common Stock | 834 |
| Restricted Stock Award | Â | 03/01/2005 | Â | A | 2,500 | Â 03/01/2008 Â (3) | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON MICHAEL STEPHEN 450 N. BRAND BOULEVARD - FLR 7 GLENDALE, CA 91203 | Â X | Â | Â | Â |

Signatures

Michael Stephen
Gordon 02/13/2006

**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).
- (1) Shares held by Mr. Gordon as the trustee of the Mike Gordon Trust u/t/d 1/29/1988
- (2) Non-employee stock options granted pursuant to IHOP Corp. 2001 Stock Incentive Plan.
- (3) The restricted stock award converts to common stock on a 1-for-1 basis upon vesting.

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