

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

IHOP CORP.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

449623107

(CUSIP Number of Class of Securities)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP No. 449623107

13G

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER
 : (Discretionary Accounts)
 : 251,400 shares

: (6) SHARED OR NO VOTING POWER
 : 1,546,700 shares (Shared)
 : 75,000 shares (None)

: (7) SOLE DISPOSITIVE POWER
 : (Discretionary Accounts)
 : 326,400 shares

: (8) SHARED DISPOSITIVE POWER
 : 1,546,700 shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (Discretionary & Non-discretionary Accounts)
 1,873,100 shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 19.8 %

(12) TYPE OF REPORTING PERSON
 IA

CUSIP No. 449623107 13G

(1) NAMES OF REPORTING PERSONS
 Longleaf Partners Realty Fund I.D. No. 62-1616883

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a)
 (b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Massachusetts business trust

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER
 :
 : None

: (6) SHARED VOTING POWER
 : 993,800 shares

: (7) SOLE DISPOSITIVE POWER
 :
 : None

: (8) SHARED DISPOSITIVE POWER

: 993,800 shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

993,800 shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.5 %

(12) TYPE OF REPORTING PERSON
IV

CUSIP No. 449623107

13G

(1) NAMES OF REPORTING PERSONS

Longleaf Partners Small-Cap Fund I.D. No. 62-1376170

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts business trust

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER
: (Discretionary Accounts)
: None

: (6) SHARED VOTING POWER
: 552,900 shares

: (7) SOLE DISPOSITIVE POWER
: (Discretionary Accounts)
: None

: (8) SHARED DISPOSITIVE POWER
: 552,900 shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,900 shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.8%

(12) TYPE OF REPORTING PERSON
IV

CUSIP No. 449623107

13G

(1) NAMES OF REPORTING PERSONS

O. Mason Hawkins

I.D. No. 257-72-3256

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of United States

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING PERSON
WITH

: (5) SOLE VOTING POWER
: (Discretionary Accounts)

: None

: (6) SHARED VOTING POWER

: None

: (7) SOLE DISPOSITIVE POWER

: None

: (8) SHARED DISPOSITIVE POWER

: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3)

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

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

0.0%

(12) TYPE OF REPORTING PERSON

IN

Item 1.

(a). Name of Issuer: IHOP CORP. ("Issuer")

(b). Address of Issuer's Principal Executive Offices:

525 North Brand Boulevard
Glendale, CA 91203-1903

Item 2.

(a) and (b). Names and Principal Business Addresses of
Persons Filing:

- (1). Southeastern Asset Management, Inc.
6075 Poplar Ave., Suite 900
Memphis, TN 38119
- (2). Longleaf Partners Realty Fund and Longleaf
Partners Small-Cap Fund, two series of
Longleaf Partners Funds Trust
6075 Poplar Ave., Suite 900
Memphis, TN 38119
- (3). Mr. O. Mason Hawkins
Chairman of the Board and C.E.O.
Southeastern Asset Management, Inc.
6075 Poplar Ave., Suite 900
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee
corporation

Longleaf Partners Realty Fund and Longleaf Partners
Small-Cap Fund, which are series of Longleaf
Partners Funds Trust, a Massachusetts business
trust.

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the
"Securities").

(e). Cusip Number: 449623107

Item 3. If this statement is filed pursuant to Rules 13d-1

(b) or 13d-2 (b), check whether the person filing is a:

- (d). Investment Company registered under Sec. 8 of the
Investment Company Act- Longleaf Partners Realty
Fund and Longleaf Partners Small-Cap Fund, series
of Longleaf Partners Funds Trust.
- (e). Investment Advisor registered under Section 203 of
the Investment Advisers Act of 1940. This
statement is being filed by Southeastern Asset
Management, Inc. as a registered investment
adviser. All of the securities covered by this
report are owned legally by Southeastern's
investment advisory clients and none are owned
directly or indirectly by Southeastern. As
permitted by Rule 13d-4, the filing of this
statement shall not be construed as an admission
that Southeastern Asset Management, Inc. is the
beneficial owner of any of the securities covered
by this statement.
- (g). Parent Holding Company. This statement is also
being filed by Mr. O. Mason Hawkins, Chairman of
the Board and C.E.O. of Southeastern Asset
Management, Inc. in the event he could be deemed to

be a controlling person of that firm as the result of his official positions with or ownership of its voting securities. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 3/31/97)
1,873,100 shares

(b). Percent of Class: 19.8 %

Above percentage is based on 9,467,000 shares of Common Stock outstanding at 11/07/96.

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote:

251,400 shares

(ii). Shared or no power to vote or to direct the vote:

Shared - 1,546,700 shares; Consists of 552,900 shares owned by Longleaf Partners Small-Cap Fund and 993,800 shares owned by Longleaf Partners Realty Fund, which are series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

No power to vote - 75,000 shares.

(iii). Sole power to dispose or to direct the disposition of:

326,400 shares

(iv). Shared power to dispose or to direct the disposition of:

1,546,700 shares; Consists of 552,900 shares owned by Longleaf Partners Small-Cap Fund and 993,800 shares owned by Longleaf Partners Realty Fund, which are series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

Item 5. Ownership of Five Percent or Less of a Class: N.A.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

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

Signatures

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

Dated: April 4, 1997

Southeastern Asset Management, Inc.

Longleaf Partners Small-Cap Fund
Longleaf Partners Realty Fund

By /s/ Charles D. Reaves

By /s/ Charles D. Reaves

Charles D. Reaves
Vice President and
General Counsel

Charles D. Reaves
Executive Vice President

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of the 4th day of April, 1997.

Southeastern Asset Management, Inc.

Longleaf Partners Small-Cap Fund
Longleaf Partners Realty Fund

By /s/ Charles D. Reaves

By /s/ Charles D. Reaves

Charles D. Reaves
Vice President and
General Counsel

Charles D. Reaves
Executive Vice President

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins
