

THOMSON ROGER F

Form 4

January 30, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMSON ROGER F

2. Issuer Name and Ticker or Trading
Symbol

BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

6820 LBJ FREEWAY

(Street)

DALLAS, TX 75240

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

01/26/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

☒ Officer (give title below)

____ 10% Owner

____ Other (specify below)

EVP, CAO, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/26/2006		M		8,138	A	\$ 30.68	60,960	D
Common Stock	01/26/2006		M		8,137	A	\$ 32.5	69,097	D
Common Stock	01/26/2006		S		17,132	D	\$ 40.9294	51,965	D

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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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 30.68	01/26/2006		M	8,138	11/14/2004 ⁽¹⁾ 11/14/2012	Common Stock	8,
Employee Stock Option Right-to-Buy	\$ 32.5	01/26/2006		M	8,137	11/13/2005 ⁽¹⁾ 11/13/2013	Common Stock	8,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMSON ROGER F 6820 LBJ FREEWAY DALLAS, TX 75240			EVP, CAO, General Counsel	

Signatures

Bryan D. McCrory, Attorney-in-fact for Roger F. Thomson 01/30/2006

____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) Options vest in installments on or after the date shown

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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