

BROOKS DOUGLAS H

Form 4

August 14, 2012

**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 \*  
BROOKS DOUGLAS H

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/2012

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
COB, President & CEO

DALLAS, TX 75240

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	08/10/2012		M		99,040	A	\$ 20.453 401,801
Common Stock	08/10/2012		M		125,854	A	\$ 21.667 527,655
Common Stock	08/10/2012		S		215,358	D	\$ 33.6748 312,297 (1)
Common Stock	08/12/2012		A		25,200	A	\$ 0 337,497
Common Stock	08/13/2012		M		88,460	A	\$ 20.4533 425,957

# Edgar Filing: BROOKS DOUGLAS H - Form 4

Common Stock	08/13/2012	M	61,647	A	\$ 21.6667	487,604	D
Common Stock	08/13/2012	S	150,107	D	\$ 33.5072 (2)	337,497	D

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 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Underlying Security
Employee Stock Option Right-to-Buy	\$ 21.6667	08/10/2012		M		125,854		11/13/2005 <sup>(3)</sup>	11/13/2013	Common Stock	
Employee Stock Option Right-to-Buy	\$ 21.6667	08/13/2012		M		61,647		11/13/2005 <sup>(3)</sup>	11/13/2013	Common Stock	
Employee Stock Option Right-to-Buy	\$ 20.4533	08/10/2012		M		99,040		11/14/2004 <sup>(3)</sup>	11/14/2012	Common Stock	
Employee Stock Option Right-to-Buy	\$ 20.4533	08/13/2012		M		88,460		11/14/2004 <sup>(3)</sup>	11/14/2012	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS DOUGLAS H 6820 LBJ FREEWAY DALLAS, TX 75240	X		COB, President & CEO	

## Signatures

Bryan D. McCrory, Attorney-in-Fact for Douglas H.  
Brooks

08/14/2012

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.500 to \$34.320, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.500 to \$33.666, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(3) 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.

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.