

BRINKER INTERNATIONAL INC
 Form 4
 August 15, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gibson Krista M.

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)
 08/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Brand Strategy

DALLAS, TX 75240
 (City) (State) (Zip)

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

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	08/14/2013		M		3,000	A	\$ 22.5933
Common Stock	08/14/2013		M		4,424	A	\$ 25.78
Common Stock	08/14/2013		M		3,440	A	\$ 14.79
Common Stock	08/14/2013		M		3,000	A	\$ 15.83
Common Stock	08/14/2013		M		1,250	A	\$ 21.79

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Common Stock	08/14/2013	S	8,839	D	\$ 42.715 (1)	42,698	D
Common Stock	08/14/2013	A	10,500	A	\$ 0	53,198	D
Common Stock	08/14/2013	F	2,872	D	\$ 42.68	50,326	D

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 14.79	08/14/2013		M	3,440	08/27/2010 08/27/2017	Common Stock	3,440	
Employee Stock Option Right-to-Buy	\$ 15.83	08/14/2013		M	3,000	08/26/2011 08/26/2018	Common Stock	3,000	
Employee Stock Option Right-to-Buy	\$ 21.79	08/14/2013		M	1,250	08/25/2012 08/25/2019	Common Stock	1,250	
Employee Stock Option Right-to-Buy	\$ 22.5933	08/14/2013		M	3,000	11/04/2006 11/04/2014	Common Stock	3,000	
Employee Stock Option Right-to-Buy	\$ 25.78	08/14/2013		M	4,424	10/20/2006 10/20/2013	Common Stock	4,424	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibson Krista M. 6820 LBJ FREEWAY DALLAS, TX 75240			SVP Brand Strategy	

Signatures

Bryan D. McCrory, Attorney-in-Fact for Krista M. Gibson	08/15/2013
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__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.390 to \$42.900, 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.

(1) 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.