

Texas Roadhouse, Inc.
Form 4
January 14, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Colosi Scott Matthew

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Texas Roadhouse, Inc. [TXRH]

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	01/10/2014		S ⁽¹⁾		30,992	D	\$ 26.78 ⁽²⁾
					50,498	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
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(9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)
<div style="display: flex; justify-content: space-between;"> <div> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">Code</div> <div style="display: flex; gap: 5px;"> <div style="border: 1px solid black; padding: 2px;">V</div> <div style="border: 1px solid black; padding: 2px;">(A)</div> <div style="border: 1px solid black; padding: 2px;">(D)</div> </div> </div> <div> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">Date Exercisable</div> <div style="border-bottom: 1px solid black; padding: 0 10px;">(4)</div> </div> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">Expiration Date</div> <div style="border-bottom: 1px solid black; padding: 0 10px;">(4)</div> </div> </div> <div> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">Title</div> <div>Common Stock</div> </div> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">Amount or Number of Shares</div> <div>50,000</div> </div> </div> </div> </div>								
Restricted Stock Units	(3)							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colosi Scott Matthew C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205			President	

Signatures

/s/ Celia Catlett, by Power of Attorney

01/14/2014

____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) These shares were sold pursuant to a written non-discretionary Rule 10b5-1 sales plan dated November 15, 2013.
- Weighted average sales price reported. These shares were sold within a range of \$26.60 and \$27.05. The reporting person will provide
- (2) upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
- (3) Grant of restricted stock pursuant to the Company's 2004 Equity Incentive Plan.
- (4) The restricted stock units vest on January 7, 2015. Delivery of the shares to the reporting person will occur on January 7, 2015, subject to the reporting person's continued service with the Company.

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.