PARRA ROSENDO G

Form 4

December 26, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

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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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| PARRA ROSENDO G | | | Symbol BRINKER INTERNATIONAL INC [EAT] | | | | Issuer (Check all applicable) | | |
|--------------------------------------|--------------------------------------|---------------------------------------|--|--------------------------|-------|--|--|--|---|
| (Last) | | (Mor | nte of Earliest Tonth/Day/Year) | ransaction | | _ | _X Director Officer (give below) | | Owner er (specify |
| 3725 HUNTERWOOD POINT 12/2 | | | 2/21/2012 | | | | selow) | | |
| | (Street) | 4. If <i>i</i> | 4. If Amendment, Date Original | | | (| 6. Individual or Joint/Group Filing(Check | | |
| AUSTIN, T | ГХ 78746 | · · · · · · · · · · · · · · · · · · · | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non- | Derivative | Secur | ities Acqui | ired, Disposed of | , or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code ar) (Instr. 8) | omr Dispos (Instr. 3, | (A) | (D) 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) |
| Common Stock | 12/21/2012 | | Code V M | Amount 36,872 | (D) | Price \$ 25.567 | 90,611 | D | |
| Common Stock | 12/21/2012 | | S | 36,872 | D | \$ 31.002 | 53,739 | D | |
| Common Stock | 12/21/2012 | | S | 3,033 | D | \$ 31.31 | 50,706 | D | |
| Common Stock | 12/24/2012 | | M | 3,750 | A | \$ 25.66 | 54,456 | D | |
| Common Stock | 12/24/2012 | | S | 3,750 | D | \$ 30.98 (2) | 50,706 | D | |

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Common Stock Stock S 6,186 D \$ 31 44,520 D

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

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying So (Instr. 3 and 4 |
|--|---|--------------------------------------|---|--|---|--|--------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Employee Stock Option Right-to-Buy | \$ 25.5667 | 12/21/2012 | | M | 36,872 | 02/08/2007(3) | 02/08/2015 | Common Stock |
| Non-Employee Stock Option Right-to-Buy | \$ 25.66 | 12/24/2012 | | M | 3,750 | 01/04/2008(3) | 01/04/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| PARRA ROSENDO G | | | | | | | |

PARRA ROSENDO G 3725 HUNTERWOOD POINT X AUSTIN, TX 78746

Signatures

Bryan D. McCrory, Attorney-in-Fact for Rosendo G.
Parra
12/26/2012

**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)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.800 to \$31.280, 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.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.940 to \$31.020, 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.