

Ramsey James
Form 4
January 09, 2012

FORM 4

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

OMB APPROVAL

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

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 *
Ramsey James

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE,
SUITE 200

(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)
01/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	51,084	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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 11.2					10/08/2007	10/08/2014	Common Stock	13,334
Restricted Stock Units	(1)					(2)	(2)	Common Stock	7,500
Restricted Stock Units	(1)	01/05/2012		A(3)	8,500	(4)	(4)	Common Stock	8,500
Restricted Stock Units	(1)	01/05/2012		A(3)	8,500	(5)	(5)	Common Stock	8,500
Restricted Stock Units	(1)	01/05/2012		A(3)	8,500	(6)	(6)	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ramsey James
 C/O TEXAS ROADHOUSE, INC.
 6040 DUTCHMANS LANE, SUITE 200
 LOUISVILLE, KY 40205

X

Signatures

/s/ Celia Catlett, by Power of Attorney

01/09/2012

__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) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.

(2)

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The restricted stock units vest on February 18, 2012. Delivery of the shares to the reporting person will occur on February 18, 2012, subject to the reporting person's continued service with the Company.

- (3) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
- (4) The restricted stock units vest on February 18, 2013. Delivery of the shares to the reporting person will occur on February 18, 2013, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on February 18, 2014. Delivery of the shares to the reporting person will occur on February 18, 2014, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on February 18, 2015. Delivery of the shares to the reporting person will occur on February 18, 2015, subject to the reporting person's continued service with the Company.

Remarks:

Exhibit List: Exhibit 24 -- Power of Attorney of James Ramsey

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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