

Colosi Scott Matthew  
Form 4  
February 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Colosi Scott Matthew

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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

(Street)

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

LOUISVILLE, KY 40205

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/28/2012		M		35	A \$ 3.45 94,633	D
Common Stock	02/28/2012		M		3,480	A \$ 3.45 98,113	D
Common Stock	02/28/2012		M		35	A \$ 3.45 98,148	D
Common Stock	02/28/2012		M		35	A \$ 3.45 98,183	D
Common Stock	02/28/2012		M		18,750	A \$ 8.75 116,933	D

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Common Stock	02/28/2012		M	95,000	A	\$ 8.75	211,933	D
Common Stock	02/28/2012		S	117,335	D	\$ <u>(1)</u>	94,598	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. 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
Restricted Stock Units	(2)					(3) (3)	Common Stock 50,000
Restricted Stock Units	(2)					(4) (4)	Common Stock 50,000
Restricted Stock Units	(2)					(5) (5)	Common Stock 50,000
Restricted Stock Units	(2)					(3) (3)	Common Stock 41,667
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2006 09/09/2012	Common Stock 35
Option to Purchase	\$ 3.45	02/28/2012		M	3,480	09/09/2006 09/09/2012	Common Stock 3,480
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2007 09/09/2012	Common Stock 35
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2008 09/09/2012	Common Stock 35

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Option to Purchase	\$ 8.75	02/28/2012	M	18,750	10/08/2006	10/08/2014	Common Stock	18,750
Option to Purchase	\$ 8.75	02/28/2012	M	95,000	10/08/2007	10/08/2014	Common Stock	95,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colosi Scott Matthew C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			Chief Financial Officer	

## Signatures

/s/ Celia Catlett, by Power of Attorney  
02/28/2012

\_\_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).
- Weighted average sale price reported. These shares were sold within a range of \$16.75 and \$17.06. The reporting person will provide
- (1) upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
  - (2) Grant of restricted stock pursuant to the Company's 2004 Equity Incentive Plan.
  - (3) The restricted stock units vest on January 7, 2013. Delivery of the shares to the reporting person will occur on January 7, 2013, subject to the reporting person's continued service with the Company.
  - (4) The restricted stock units vest on January 7, 2014. Delivery of the shares to the reporting person will occur on January 7, 2014, subject to the reporting person's continued service with the Company.
  - (5) 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.
  - (6) Granted pursuant to a compensatory benefit plan.

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.