

PARKER JAMES F
Form 4
April 10, 2018

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 *
PARKER JAMES F

(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)
04/06/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 92,060 | 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (1) | | | | | (3) (3) | Common Stock 4,250 | |
| Restricted Stock Units | (1) | 04/06/2018 | | J(2) | 200 | (4) (4) | Common Stock 200 | \$ 0 |
| Restricted Stock Units | (1) | 04/06/2018 | | J(2) | 200 | (5) (5) | Common Stock 200 | \$ 0 |
| Restricted Stock Units | (1) | 04/06/2018 | | J(2) | 350 | (6) (6) | Common Stock 350 | \$ 0 |
| Restricted Stock Units | (1) | 04/06/2018 | | J(2) | 350 | (7) (7) | Common Stock 350 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER JAMES F C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205 | X | | | |

Signatures

/s/ Celia Catlett, by Power of Attorney

04/10/2018

__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) Reflects the partial rescission of an award of restricted stock units previously granted to the reporting person on January 5, 2018. No consideration was paid to the reporting person in connection with the rescission of the restricted stock units.
- (3) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service with the Company.
- (4) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as a Nominating and Corporate Governance Committee member with the Company.
- (5) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as a Compensation Committee member with the Company.
- (6) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as an Audit Committee member with the Company.
- (7) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as the chair of the Compensation Committee for 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.

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