

Brown Sheila Carol
Form 4
January 11, 2010

FORM 4

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

OMB APPROVAL

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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 *
Brown Sheila Carol

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

5. Relationship of Reporting Person(s) to
Issuer

(Last) (First) (Middle)
**C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE,
SUITE 200**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2009

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify
below)
General Counsel, Corporate Sec

LOUISVILLE, KY 40205

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					49,298	D	
Common Stock	01/07/2010		M		18,750 (1)	A	\$ 0 68,048
Common Stock	01/07/2010		F		7,091	D	\$ 11.15 60,957
Common Stock	01/07/2010		S(2)		11,659	D	\$ 11.04 49,298 (3)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Restricted Stock Units	(4)	01/07/2010		M	18,750		(5) (5)	Common Stock	18,750
Common Stock	(4)						(6) (6)	Common Stock	18,750
Restricted Stock Units	(4)						(7) (7)	Common Stock	18,750
Option to Purchase	\$ 8.75						10/04/2005 10/04/2014	Common Stock	11,138
Option to Purchase	\$ 14.25						03/04/2006 03/04/2015	Common Stock	20,626
Option to Purchase	\$ 14.25						03/04/2007 03/04/2015	Common Stock	20,626
Option to Purchase	\$ 14.25						03/04/2008 03/04/2015	Common Stock	61,874

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Sheila Carol C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			General Counsel, Corporate Sec	

Signatures

Sheila C. Brown

01/11/2010

**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) Represents restricted stock units which are fully vested on the transaction date.
- (2) These shares were sold pursuant to a written non-discretionary rule 10b5-1 sales plan dated May 21, 2009.
Weighted average sale price reported. These shares were sold within a range of \$10.97 and \$11.15. The reporting person will provide
- (3) upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
- (5) The restricted stock units vest on January 7, 2010. Delivery of the shares to the reporting person will occur on January 7, 2012, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on January 7, 2011. Delivery of the shares to the reporting person will occur on January 7, 2010, subject to the reporting person's continued service with the Company.
- (7) The restricted stock units vest on January 7, 2012. Delivery of the shares to the reporting person will occur on January 7, 2012, 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.
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