

ZARLEY JAMES R
Form 4
January 09, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZARLEY JAMES R

(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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					22,500	D	

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

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information contained in this form are not
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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							10/08/2005	10/08/2014	Common Stock	13,332
Option to Purchase	\$ 11.2							10/08/2006	10/08/2014	Common Stock	13,334
Option to Purchase	\$ 11.2							10/08/2007	10/08/2014	Common Stock	13,334
Restricted Stock Units	<u>(1)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	7,500
Restricted Stock Units	<u>(1)</u>	01/05/2012		A <u>(3)</u>		8,500		<u>(4)</u>	<u>(3)</u>	Common Stock	8,500
Restricted Stock Units	<u>(1)</u>	01/05/2012		A <u>(3)</u>		8,500		<u>(5)</u>	<u>(5)</u>	Common Stock	8,500
Restricted Stock Units	<u>(1)</u>	01/05/2012		A <u>(3)</u>		8,500		<u>(6)</u>	<u>(5)</u>	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZARLEY JAMES R C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			X	

Signatures

/s/ Celia Catlett, by Power of
Attorney

01/05/2012

__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) 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 Zarley

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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