

Texas Roadhouse, Inc.  
 Form 4  
 January 16, 2008

**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

(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)  
 01/14/2008

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)  
 Chief Financial Officer

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 |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) |     | (Instr. 3 and 4) |                 |                      |                            |
|------------------------|--|----------------------|-----------------|---|------------------|-----|------------------|-----------------|----------------------|----------------------------|
|                        |  |                      | Code            | V   | (A)              | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u>                               | 01/14/2008           | <u>A(2)</u>     |   | 31,250           |     | <u>(3)</u>       | <u>(3)</u>      | Class A Common Stock | 31,250                     |
| Restricted Stock Units | <u>(1)</u>                               | 01/14/2008           | <u>A(2)</u>     |   | 31,250           |     | <u>(4)</u>       | <u>(4)</u>      | Class A Common Stock | 31,250                     |
| Restricted Stock Units | <u>(1)</u>                               | 01/14/2008           | <u>A(2)</u>     |   | 31,250           |     | <u>(5)</u>       | <u>(5)</u>      | Class A Common Stock | 31,250                     |
| Restricted Stock Units | <u>(1)</u>                               | 01/14/2008           | <u>A(2)</u>     |   | 31,250           |     | <u>(6)</u>       | <u>(6)</u>      | Class A Common Stock | 31,250                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2006       | 09/09/2012      | Class A Common Stock | 29,020                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2007       | 09/09/2012      | Class A Common Stock | 29,020                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2008       | 09/09/2012      | Class A Common Stock | 29,020                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2006       | 09/09/2012      | Class A Common Stock | 93,480                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2007       | 09/09/2012      | Class A Common Stock | 42,230                     |
| Option to Purchase     | \$ 3.45                                  |                      |                 |   |                  |     | 09/09/2008       | 09/09/2012      | Class A Common Stock | 42,230                     |
| Option to Purchase     | \$ 8.75                                  |                      |                 |   |                  |     | 10/08/2006       | 10/08/2014      | Class A Common Stock | 23,750                     |
| Option to Purchase     | \$ 8.75                                  |                      |                 |   |                  |     | 10/08/2007       | 10/08/2014      | Class A Common Stock | 95,000                     |

# Reporting Owners

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

## Signatures

/s/ Sheila C. Brown, by Power of Attorney  
Date: 01/16/2008

\_\_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 Class A Common Stock.
  - (2) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
  - (3) The restricted stock units vest on January 7, 2009. Delivery of the shares to the reporting person will occur on January 7, 2009, subject to the reporting person's continued service with the Company.
  - (4) The restricted stock units vest on January 7, 2010. 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.
  - (5) The restricted stock units vest on January 7, 2011. Delivery of the shares to the reporting person will occur on January 7, 2011, subject to the reporting person's continued service with the Company.
  - (6) 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. 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.