

Texas Roadhouse, Inc.
Form 4
January 16, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ortiz Steven L

(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
X Officer (give title below) ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
Class A Common Stock			Code V Amount	Price	552,686 ⁽¹⁾	D	
Class A Common Stock					143,714	I	By Zitro Partners, Ltd. ⁽²⁾
Class A Common Stock					3,046	I	By TEAS III, Inc. ⁽³⁾

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)

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 Number Shares
Restricted Stock Units	(4)	01/14/2008		A ⁽⁵⁾		43,750		(6)	(6)	Class A Common Stock	43,750
Restricted Stock Units	(4)	01/14/2008		A ⁽⁵⁾		43,750		(7)	(7)	Class A Common Stock	43,750
Restricted Stock Units	(4)	01/14/2008		A ⁽⁵⁾		43,750		(8)	(8)	Class A Common Stock	43,750
Restricted Stock Units	(4)	01/14/2008		A ⁽⁵⁾		43,750		(9)	(9)	Class A Common Stock	43,750
Option to Purchase	\$ 4.04							04/02/2004	04/02/2013	Class A Common Stock	8,312
Option to Purchase	\$ 3.03							04/03/2003	04/03/2012	Class A Common Stock	28,500
Option to Purchase	\$ 3.03							04/03/2003	04/03/2012	Class A Common Stock	9,534
Option to Purchase	\$ 3.45							07/03/2003	07/03/2012	Class A Common Stock	28,364
Option to Purchase	\$ 3.45							07/03/2003	07/03/2012	Class A Common Stock	9,242
	\$ 3.79							10/02/2003	10/02/2012		7,866

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Option to Purchase					Class A Common Stock	
Option to Purchase	\$ 3.79		10/02/2003	10/02/2012	Class A Common Stock	27,788
Option to Purchase	\$ 4.44		07/02/2004	07/02/2013	Class A Common Stock	2,986
Option to Purchase	\$ 4.44		07/02/2004	07/02/2013	Class A Common Stock	9,168
Option to Purchase	\$ 4.53		10/01/2004	10/01/2013	Class A Common Stock	2,568
Option to Purchase	\$ 4.53		10/01/2004	10/01/2013	Class A Common Stock	8,882
Option to Purchase	\$ 4.59		12/31/2004	12/31/2013	Class A Common Stock	3,098
Option to Purchase	\$ 4.59		12/31/2004	12/31/2013	Class A Common Stock	8,488
Option to Purchase	\$ 8.75		10/04/2005	10/04/2014	Class A Common Stock	7,402
Option to Purchase	\$ 8.75		10/04/2005	10/04/2014	Class A Common Stock	28,160
Option to Purchase	\$ 8.75		10/08/2005	10/08/2014	Class A Common Stock	57,000
Option to Purchase	\$ 8.75		10/08/2006	10/08/2014	Class A Common Stock	57,000
Option to Purchase	\$ 8.75		10/08/2007	10/08/2014	Class A Common Stock	171,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Ortiz Steven L
C/O TEXAS ROADHOUSE, INC.
6040 DUTCHMANS LANE, SUITE 200
LOUISVILLE, KY 40205

Chief Operating Officer

Signatures

/s/ Sheila C. Brown, by Power of
Attorney

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).
Reflects distribution of an aggregate of 527,294 shares to the reporting person by Ortiz/College Station, Ltd., Ortiz/Corpus Christi, Ltd., Ortiz/Houston, Ltd., Ortiz/Live Oak, Ltd. and Ortiz/Tyler, Ltd. In prior reports, the reporting person reported such shares through indirect ownership in each respective entity.

The reporting person is the president of the corporate general partner of Zitro Partners, Ltd. and has voting control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.

The reporting person is the president of TEAS III, Ltd. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (1) Ortiz/Houston, Ltd., Ortiz/Live Oak, Ltd. and Ortiz/Tyler, Ltd. In prior reports, the reporting person reported such shares through indirect ownership in each respective entity.
- (2) The reporting person is the president of the corporate general partner of Zitro Partners, Ltd. and has voting control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (3) 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (4) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.
- (5) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.