

Hart Gerard Johan
Form 4
March 02, 2010

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 *
Hart Gerard Johan

(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)
02/26/2010

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)
CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					106,104	D	
Common Stock	02/26/2010		M	5,185	A \$ 8.75	111,289	D
Common Stock	02/26/2010		S	5,185	D \$ (1) 13.63	106,104	D
Common Stock	03/01/2010		M	188,835	A \$ 8.75	294,939	D
	03/01/2010		S	188,835	A	106,104	D

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Common Stock \$ 13.52
(2)

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	(3)					(4) (4)	Common Stock 60,000
Restricted Stock Units	(3)					(5) (5)	Common Stock 60,000
Option to Purchase	\$ 8.75	02/26/2010		M	5,185	10/08/2005 10/08/2014	Common Stock 45,572
Option to Purchase	\$ 8.75	03/01/2010		M	40,387	10/08/2005 10/08/2014	Common Stock 40,387
Option to Purchase	\$ 8.75	03/01/2010		M	57,000	10/08/2006 10/08/2014	Common Stock 57,000
Option to Purchase	\$ 8.75	03/01/2010		M	91,448	10/08/2007 10/08/2014	Common Stock 277,87

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Gerard Johan C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X		CEO & President	

Signatures

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

03/02/2010

__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).

Weighted average sale price reported. These shares were sold within a range of \$13.50 and \$13.68. The reporting person will provide
(1) upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number shares sold at each separate price.

Weighted average sale price reported. These shares were sold within a range of \$13.50 and \$13.60. The reporting person will provide
(2) upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number shares sold at each separate price.
(3) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
(4) 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.
(5) 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.
(6) Granted pursuant to compensatory benefit plan.

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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