

Colosi Scott Matthew
 Form 4
 January 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
 01/06/2012

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)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					74,625	D	
Common Stock	01/07/2012		M		31,250	A	\$ 0
Common Stock	01/07/2012		F		11,277	D	\$ 15.24

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(1)</u>	01/06/2012		<u>A</u> ⁽²⁾		50,000		<u>(3)</u>	<u>(3)</u>	Common Stock	50,000
Restricted Stock Units	<u>(1)</u>	01/06/2012		<u>A</u> ⁽²⁾		50,000		<u>(4)</u>	<u>(4)</u>	Common Stock	50,000
Restricted Stock Units	<u>(1)</u>	01/06/2012		<u>A</u> ⁽²⁾		50,000		<u>(5)</u>	<u>(5)</u>	Common Stock	50,000
Restricted Stock Units	<u>(1)</u>	01/07/2012		M		31,250		<u>(6)</u>	<u>(6)</u>	Common Stock	31,250
Restricted Stock Units	<u>(1)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	41,250
Option to Purchase	\$ 3.45							09/09/2006	09/09/2012	Common Stock	
Option to Purchase	\$ 3.45							09/09/2006	09/09/2012	Common Stock	3,125
Option to Purchase	\$ 3.45							09/09/2007	09/09/2012	Common Stock	
Option to Purchase	\$ 3.45							09/09/2008	09/09/2012	Common Stock	
Option to Purchase	\$ 8.75							10/08/2006	10/08/2014	Common Stock	18,750
Option to Purchase	\$ 8.75							10/08/2007	10/08/2014	Common Stock	93,750

Reporting Owners

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

Signatures

/s/ Celia Catlett, by Power of Attorney

01/09/2012

__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) Grant of restricted stock pursuant to the Company's 2004 Equity Incentive Plan.
 - (3) The restricted stock units vest on January 7, 2013. Delivery of the shares to the reporting person will occur on January 7, 2013, subject to the reporting person's continued service with the Company.
 - (4) The restricted stock units vest on January 7, 2014. Delivery of the shares to the reporting person will occur on January 7, 2014, subject to the reporting person's continued service with the Company.
 - (5) The restricted stock units vest on January 7, 2015. Delivery of the shares to the reporting person will occur on January 7, 2015, subject to the reporting person's continued service with the Company.
 - (6) The restricted stock units vested on January 7, 2012. Delivery of the shares to the reporting person occurred on January 7, 2012.

Remarks:

Exhibit List: Exhibit 24 -- Power of Attorney of Scott Colosi

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.