

Texas Roadhouse, Inc.
Form 4
December 01, 2014

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 *
Catlett Celia

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE

(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)

11/28/2014

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)

General Counsel

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 Ownership (Instr. 4)
Common Stock	11/28/2014		S	678 D	\$ 33.19 4,166	D	
Common Stock	11/28/2014		M	450 A	\$ 18.66 4,616	D	
Common Stock	11/28/2014		S	450 D	\$ 32 4,166	D	
Common Stock	11/28/2014		M	450 A	\$ 15.23 4,616	D	
Common Stock	11/28/2014		S	450 D	\$ 32 4,166	D	

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Common Stock	11/28/2014	M	359	A	\$ 15.57	4,525	D
Common Stock	11/28/2014	S	359	D	\$ 32	4,166	D
Common Stock	11/28/2014	M	450	A	\$ 14.8	4,616	D
Common Stock	11/28/2014	S	450	D	\$ 32	4,166	D
Common Stock	11/28/2014	M	437	A	\$ 14.66	4,603	D
Common Stock	11/28/2014	S	437	D	\$ 32	4,166	D
Common Stock	11/28/2014	M	757	A	\$ 15.74	4,923	D
Common Stock	11/28/2014	S	757	D	\$ 32	4,166	D

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)		8. D
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)					(2)	(2)	Common Stock	8,500	
Restricted Stock Units	(1)					(3)	(3)	Common Stock	1,050	

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Option to Purchase	\$ 18.66	11/28/2014	M	450	05/23/2008	08/12/2015	Common Stock	450
Option to Purchase	\$ 15.23	11/28/2014	M	450	05/23/2008	11/11/2015	Common Stock	450
Option to Purchase	\$ 15.57	11/28/2014	M	359	05/23/2008	02/27/2016	Common Stock	359
Option to Purchase	\$ 14.8	11/28/2014	M	450	05/23/2008	05/05/2016	Common Stock	450
Option to Purchase	\$ 14.66	11/28/2014	M	437	05/23/2008	11/03/2016	Common Stock	437
Option to Purchase	\$ 15.74	11/28/2014	M	757	05/23/2008	02/26/2017	Common Stock	757

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catlett Celia C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205			General Counsel	

Signatures

/s/ Celia Catlett 12/01/2014

__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 stock.
- (2) 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.
- (3) The restricted stock units vest on February 28, 2015. Delivery to the reporting person will occur on February 28, 2015, subject to the reporting person's continued service with the Company.
- (4) Granted pursuant to a 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. 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.