

Texas Roadhouse, Inc.
Form 4
February 12, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jacobsen S. Chris

(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)

02/11/2016

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)

Chief Marketing 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)
			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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)						(2)	(2)	Common Stock	2,125	
Restricted Stock Units	(1)						(3)	(3)	Common Stock	2,125	
Restricted Stock Units	(1)						(4)	(4)	Common Stock	2,125	
Restricted Stock Units	(1)						(5)	(5)	Common Stock	2,125	
Restricted Stock Units	(1)	02/11/2016	A		10,000		(6)	(6)	Common Stock	10,000	
Restricted Stock Units	(1)	02/11/2016	A		10,000		(7)	(7)	Common Stock	10,000	
Restricted Stock Units	(1)	02/11/2016	A		10,000		(8)	(8)	Common Stock	10,000	
Restricted Stock Units	(1)	02/11/2016	A		5,000		(8)	(8)	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobsen S. Chris C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205			Chief Marketing Officer	

Signatures

/s/ Celia Catlett, by Power of
Attorney

02/12/2016

__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 units represents a conditional right to receive one share of the Company's common stock.
- (2) The restricted stock units vest on February 27, 2016. Delivery of the shares to the reporting person will occur on or about February 27, 2016, subject to the reporting person's continued service with the company.
- (3) The restricted stock units vest on May 8, 2016. Delivery of the shares to the reporting person will occur on or about May 8, 2016, subject to the reporting person's continued service with the company.
- (4) The restricted stock units vest on August 7, 2016. Delivery of the shares to the reporting person will occur on or about August 7, 2016, subject to the reporting person's continued service with the company.
- (5) The restricted stock units vest on November 6, 2016. Delivery of the shares to the reporting person will occur on or about November 6, 2016, subject to the reporting person's continued service with the company.
- (6) The restricted stock units vest on January 8, 2017. Delivery of the shares to the reporting person will occur on or about January 8, 2017, subject to the reporting person's continued service with the company.
- (7) The restricted stock units vest on January 8, 2018. Delivery of the shares to the reporting person will occur on or about January 8, 2018, subject to the reporting person's continued service with the company.
- (8) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on or about January 8, 2019, 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.

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