ODONNELL MICHAEL P

Form 4

March 13, 2018

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ODONNELL MICHAEL P	2. Issuer Name and Ticker or Trading Symbol Ruths Hospitality Group, Inc.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1030 W. CANTON AVE. STE 100	[RUTH] 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018	_X_ Director 10% Owner Other (specify below)		
(Street) WINTER PARK, FL 32789	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	ly 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/09/2018		F	5,240 (1)	D	\$ 24.9	1,080,697	D	
Common Stock	03/11/2018		F	4,722 (1)	D	\$ 24.9	1,075,975	D	
Common Stock	03/13/2018		A	24,084	A	\$ 0 (2)	1,100,059	D	
Common Stock	03/13/2018		A	27,273	A	\$ 0 (3)	1,127,332	D	
Common Stock							1,800	I	By Wife's IRA

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
					Exercisable	Date	Title				
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ODONNELL MICHAEL P 1030 W. CANTON AVE. STE 100 WINTER PARK, FL 32789	X		Chairman & CEO				

Signatures

/s/ Alice G. Givens, under Power of 03/13/2018 Attorney

> **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) The reported disposition represents the withholding of shares to cover tax obligations arising from the vesting of restricted stock.
- Consists of shares of restricted stock, granted pursuant to the Company's Amended and Restated 2005 Long-Term Equity Incentive Plan (2) after the Compnay's compensation committee determined that certain performance goals for 2017 had been met. The shares will vest on March 13, 2020, the second anniversary of the date of grant.
- Consists of shares of restricted stock, granted pursuant to the Company's Amended and Restated 2005 Long-Term Equity Incentive Plan, which vest pro rata on an annual basis over the three-year period following March 13, 2018, the date of grant.

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.

Reporting Owners 2

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