

PARRA ROSENDO G

Form 4

December 26, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARRA ROSENDO G

2. Issuer Name and Ticker or Trading
Symbol
BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3725 HUNTERWOOD POINT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

AUSTIN, TX 78746

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	12/21/2012		M	36,872 A	\$ 25.567	90,611	D
Common Stock	12/21/2012		S	36,872 D	\$ 31.002 (1)	53,739	D
Common Stock	12/21/2012		S	3,033 D	\$ 31.31	50,706	D
Common Stock	12/24/2012		M	3,750 A	\$ 25.66	54,456	D
Common Stock	12/24/2012		S	3,750 D	\$ 30.98 (2)	50,706	D

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Common Stock 12/24/2012 S 6,186 D \$ 31 44,520 D

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Stock Option Right-to-Buy	\$ 25.5667	12/21/2012		M	36,872	02/08/2007 ⁽³⁾	02/08/2015	Common Stock
Non-Employee Stock Option Right-to-Buy	\$ 25.66	12/24/2012		M	3,750	01/04/2008 ⁽³⁾	01/04/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PARRA ROSENDO G 3725 HUNTERWOOD POINT AUSTIN, TX 78746	X

Signatures

Bryan D. McCrory, Attorney-in-Fact for Rosendo G. Parra 12/26/2012

__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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.800 to \$31.280, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.940 to \$31.020, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

- (3) Options vest in installments on or after the date shown.

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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