

Colosi Scott Matthew
Form 4
January 09, 2012

FORM 4

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

OMB APPROVAL

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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
X Officer (give title below) ___ Other (specify below)

Chief Financial 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 | (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.

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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 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 |
| Restricted Stock Units | <u>(1)</u> | 01/06/2012 | | <u>A</u> ⁽²⁾ | | 50,000 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 50 |
| Restricted Stock Units | <u>(1)</u> | 01/06/2012 | | <u>A</u> ⁽²⁾ | | 50,000 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 50 |
| Restricted Stock Units | <u>(1)</u> | 01/07/2012 | | M | | 31,250 | | <u>(6)</u> | <u>(6)</u> | Common Stock | 31 |
| Restricted Stock Units | <u>(1)</u> | | | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 41 |
| 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 |
| 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 |
| Option to Purchase | \$ 8.75 | | | | | | | 10/08/2007 | 10/08/2014 | Common Stock | 95 |

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.

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