

ZARLEY JAMES R  
Form 4  
January 09, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZARLEY JAMES R

(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)  
01/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    |                                      |  |                                | (A)<br>or<br>(D)  | 22,500  | D  |                                   |

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)**

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| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Option to Purchase                         | \$ 11.2  |                                      |  |                                |   | 10/08/2005   | 10/08/2014  | Common Stock | 13,332                     |
| Option to Purchase                         | \$ 11.2  |                                      |  |                                |   | 10/08/2006   | 10/08/2014  | Common Stock | 13,334                     |
| Option to Purchase                         | \$ 11.2  |                                      |  |                                |   | 10/08/2007   | 10/08/2014  | Common Stock | 13,334                     |
| Restricted Stock Units                     | <u>(1)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>  | Common Stock | 7,500                      |
| Restricted Stock Units                     | <u>(1)</u>   | 01/05/2012                           |  | <u>A</u> <sup>(3)</sup>        | 8,500   | <u>(4)</u>   | <u>(3)</u>  | Common Stock | 8,500                      |
| Restricted Stock Units                     | <u>(1)</u>   | 01/05/2012                           |  | <u>A</u> <sup>(3)</sup>        | 8,500   | <u>(5)</u>   | <u>(5)</u>  | Common Stock | 8,500                      |
| Restricted Stock Units                     | <u>(1)</u>   | 01/05/2012                           |  | <u>A</u> <sup>(3)</sup>        | 8,500   | <u>(6)</u>   | <u>(5)</u>  | Common Stock | 8,500                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

ZARLEY JAMES R  
 C/O TEXAS ROADHOUSE, INC.  
 6040 DUTCHMANS LANE, SUITE 200  
 LOUISVILLE, KY 40205

X

## Signatures

/s/ Celia Catlett, by Power of Attorney

01/05/2012

\*\*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) The restricted stock units vest on February 18, 2012. Delivery of the shares to the reporting person will occur on February 18, 2012, subject to the reporting person's continued service with the Company.
- (3) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
- (4) The restricted stock units vest on February 18, 2013. Delivery of the shares to the reporting person will occur on February 18, 2013, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on February 18, 2014. Delivery of the shares to the reporting person will occur on February 18, 2014, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on February 18, 2015. Delivery of the shares to the reporting person will occur on February 18, 2015, subject to the reporting person's continued service with the Company.

### Remarks:

Exhibit List: Exhibit 24 -- Power of Attorney of James Zarley

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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