

BRINKER INTERNATIONAL INC
 Form 4
 May 12, 2016

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 *
 Gibson Krista M.

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)
 6820 LBJ FREEWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Marketing Officer

DALLAS, TX 75240
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	05/10/2016		M	V	2,953	\$ 34.82	48,414 D
Common Stock	05/10/2016		M	V	3,750	\$ 21.79	52,164 D
Common Stock	05/10/2016		M	V	3,000	\$ 15.83	55,164 D

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Employee Stock Option Right-to-Buy	\$ 15.83	05/10/2016		M	3,000	08/26/2011 ⁽¹⁾ 08/26/2018	Common Stock	3,	
Employee Stock Option Right-to-Buy	\$ 21.79	05/10/2016		M	3,750	08/25/2012 ⁽¹⁾ 08/25/2019	Common Stock	3,	
Employee Stock Option Right-to-Buy	\$ 34.82	05/10/2016		M	2,953	08/30/2013 ⁽¹⁾ 08/30/2020	Common Stock	2,	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gibson Krista M.
6820 LBJ FREEWAY
DALLAS, TX 75240

Chief Marketing Officer

Signatures

Bryan D. McCrory, Attorney-in-Fact for Krista M. Gibson

05/12/2016

 **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) 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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