Hart Gerard Johan
Form 4
January 09, 2009

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 [*] Hart Gerard Johan	2. Issuer Name **and** Ticker or Trading Symbol Texas Roadhouse, Inc. [TXRH]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2009	(Check all applicable) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) CEO & President
C/O TEXAS ROADHOUSE, INC., 6040 DUTCHMANS LANE, SUITE 200		
(Street)	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
LOUISVILLE, KY 40205		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								15,000	D	
Class A Common Stock	01/07/2009		M		60,000 (1)	A	$ 0	75,000	D	
Class A Common Stock	01/07/2009		F		20,260	D	$ 8.39	54,740	D	

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

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(2)	01/07/2009		M		60,000		(3)	(3)	Class A Common Stock	60,000
Restricted Stock Units	(2)							(4)	(4)	Class A Common Stock	60,000
Restricted Stock Units	(2)							(5)	(5)	Class A Common Stock	60,000
Restricted Stock Units	(2)							(6)	(6)	Class A Common Stock	60,000
Option to Purchase	$ 8.75							10/08/2005	10/08/2014	Class A Common Stock	57,000
Option to Purchase	$ 8.75							10/08/2006	10/08/2014	Class A Common Stock	57,000
Option to Purchase	$ 8.75							10/08/2007	10/08/2014	Class A Common Stock	277,87

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Gerard Johan C/O TEXAS ROADHOUSE, INC.	X		CEO & President	

6040 DUTCHMANS LANE, SUITE 200
LOUISVILLE, KY 40205

Signatures

/s/ Sheila C. Brown, by Power of Attorney

01/09/2009

<u>**</u>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)   Represents restricted stock units which are fully vested on the transaction date.

(2)   Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.

(3)   The restricted stock units vest on January 7, 2009. Delivery of the shares to the reporting person will occur on January 7, 2009, subject to the reporting person's continued service with the Company.

(4)   The restricted stock units vest on January 7, 2010. Delivery of the shares to the reporting person will occur on January 7, 2010, subject to the reporting person's continued service with the Company.

(5)   The restricted stock units vest on January 7, 2011. Delivery of the shares to the reporting person will occur on January 7, 2011, subject to the reporting person's continued service with the Company.

(6)   The restricted stock units vest on January 7, 2012. Delivery of the shares to the reporting person will occur on January 7, 2012, subject to the reporting person's continued service with the Company.

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.