

Ortiz Steven L
Form 4
March 13, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ortiz Steven L

(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)
03/11/2009

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 ____ Other (specify
below) below)

Chief Operating 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
Class A Common Stock					584,074	D	
Class A Common Stock	03/11/2009		S		78,748	D	\$ 8 (1)
Class A Common Stock	03/12/2009		S		91,252	D	\$ 8.33 (2)
Class A					143,714	I	By Zitro

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Common Stock						Partners, Ltd. ⁽³⁾
Class A Common Stock		3,046	I			By TEAS III, Inc. ⁽⁴⁾

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)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common Stock 43,750
Restricted Stock Units	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock 43,750
Restricted Stock Units	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Class A Common Stock 43,750
Option to Purchase	\$ 4.04					04/02/2004	04/02/2013	Class A Common Stock 8,312
Option to Purchase	\$ 3.03					04/03/2003	04/03/2012	Class A Common Stock 28,500
Option to Purchase	\$ 3.03					04/03/2003	04/03/2012	Class A Common Stock 9,534
	\$ 3.45					07/03/2003	07/03/2012	28,364

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Option to Purchase					Class A Common Stock	
Option to Purchase	\$ 3.45		07/03/2003	07/03/2012	Class A Common Stock	9,242
Option to Purchase	\$ 3.79		10/02/2003	10/02/2012	Class A Common Stock	7,866
Option to Purchase	\$ 3.79		10/02/2003	10/02/2012	Class A Common Stock	27,788
Option to Purchase	\$ 4.44		07/02/2004	07/02/2013	Class A Common Stock	2,986
Option to Purchase	\$ 4.44		07/02/2004	07/02/2013	Class A Common Stock	9,168
Option to Purchase	\$ 4.53		10/01/2004	10/01/2013	Class A Common Stock	2,568
Option to Purchase	\$ 4.53		10/01/2004	10/01/2013	Class A Common Stock	8,882
Option to Purchase	\$ 4.59		12/31/2004	12/31/2013	Class A Common Stock	3,098
Option to Purchase	\$ 4.59		12/31/2004	12/31/2013	Class A Common Stock	8,488
Option to Purchase	\$ 8.75		10/04/2005	10/04/2014	Class A Common Stock	7,402
Option to Purchase	\$ 8.75		10/04/2005	10/04/2014	Class A Common Stock	28,160
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	171,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ortiz Steven L C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			Chief Operating Officer	

Signatures

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

03/13/2009

__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).
- Weighted average sale price reported. These shares were sold within a range of \$8.00 and \$8.02. The reporting person will provide upon request by the Commission Staff, the issuer, or securities holder of the issuer, full information regarding the number of shares sold at each separate price.
- Weighted average sale price reported. These shares were sold within a range of \$8.23 and \$8.45. The reporting person will provide upon request by the Commission Staff, the issuer, or securities holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reporting person is president of the coporate general partner Zitro Partners, Ltd. and has voting control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- The reporting person is president of TEAS III, Ltd. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (5) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock
 - (6) 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.
 - (7) 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.
 - (8) 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.