Ramsey James Form 4/A February 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

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0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ramsey James

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Security

(Instr. 3)

(Middle)

Texas Roadhouse, Inc. [TXRH] 3. Date of Earliest Transaction

(Check all applicable)

C/O TEXAS ROADHOUSE.

(First)

(Month/Day/Year)

X\_ Director Officer (give title below)

10% Owner Other (specify

INC., 6040 DUTCHMANS LANE, **SUITE 200** 

> (Street) 4. If Amendment, Date Original

01/05/2012

Applicable Line)

Filed(Month/Day/Year) 01/09/2012

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Instr. 4)

LOUISVILLE, KY 40205

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3, 4 and 5)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

#### Edgar Filing: Ramsey James - Form 4/A

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	Year)	(Instr. 3 and 4	4)	Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/05/2012		A(5)	8,500	(2)	(2)	Common Stock	8,500	\$
Restricted Stock Units	(1)	01/05/2012		A(5)	8,500	(3)	<u>(3)</u>	Common Stock	8,500	\$
Restricted Stock Units	<u>(1)</u>	01/05/2012		A(5)	8,500	<u>(4)</u>	<u>(4)</u>	Common Stock	8,500	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ramsey James C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X						

## **Signatures**

/s/ Celia Catlett, by Power of Attorney

02/14/2012

\*\*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.
- 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 (2) the reporting person's continued service with the Company. The vesting date was mistakenly reported as February 18, 2013 in a prior filing.
- 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 (3) the reporting person's continued service with the Company. The vesting date was mistakenly reported as February 18, 2014 in a prior filing.
- (4) 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. The vesting date was mistakenly reported as February 18, 2015 in a prior

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filing.

(5) Grant of restricted stock pursuant to the Company's 2004 Equity Incentive Plan.

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.