Texas Roadhouse, Inc. Form 4 December 01, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MOORE GREGORY N Issuer Symbol Texas Roadhouse, Inc. [TXRH] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title C/O TEXAS ROADHOUSE, 11/28/2014 below) INC., 6040 DUTCHMANS LANE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

OMB APPROVAL

3235-0287

January 31,

2005

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LOUISVILLE, KY 40205

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative :	Securi	ities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/28/2014		M	13,332	A	\$ 13.87	13,332	D	
Common Stock	11/28/2014		S	13,332	D	\$ 33.15 (1)	0	D	
Common Stock	11/28/2014		M	13,334	A	\$ 13.87	13,334	D	
Common Stock	11/28/2014		S	13,334	D	\$ 33.15 (1)	0	D	
	11/28/2014		M	13,334	A		13,334	D	

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Common Stock					\$ 13.87			
Common Stock	11/28/2014	S	13,334	D	\$ 33.15 (1)	0	D	
Common Stock						52,155	I	Moore Family Trust (2)

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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	8,500
Option to Purchase	\$ 13.87	11/28/2014		M	13,332	03/31/2006	03/31/2015	Common Stock	13,332
Option to Purchase	\$ 13.87	11/28/2014		M	13,334	03/31/2007	03/31/2015	Common Stock	13,334
Option to Purchase	\$ 13.87	11/28/2014		M	13,334	03/31/2008	03/31/2015	Common Stock	13,334

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MOORE GREGORY N C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE	X						

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LOUISVILLE, KY 40205

Signatures

/s/ Celia Catlett, by Power of Attorney

12/01/2014

**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 \$33.06 and \$33.19. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
- The reporting person is the co-trustee of the Moore Family Trust and has investment 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.
- (3) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
- (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.
- (5) Granted pursuant to a compensatory benefit 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.

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