

Texas Roadhouse, Inc.  
Form 4  
December 01, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MOORE GREGORY N**

(Last) (First) (Middle)

**C/O TEXAS ROADHOUSE,  
INC., 6040 DUTCHMANS LANE**

(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)  
**11/28/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 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)
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	0		D
						<u>(1)</u>			
Common Stock							52,155	I	Moore Family Trust <u>(2)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)							(4)	(4)	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			

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  
(1) 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  
(2) 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.

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