

Texas Roadhouse, Inc.
Form 4
January 12, 2015

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 *
Catlett Celia

(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)
01/08/2015

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)

General Counsel

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)
Common Stock			Code	V Amount (D) Price	9,489	D	

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)

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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. I
				Code	V	(A)	(D)	
Restricted Stock Units	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock 1,050
Restricted Stock Units	<u>(1)</u>	01/08/2015		<u>A</u> ⁽³⁾		10,000	<u>(4)</u> <u>(4)</u>	Common Stock 10,000
Restricted Stock Units	<u>(1)</u>	01/08/2015		<u>A</u> ⁽³⁾		10,000	<u>(5)</u> <u>(5)</u>	Common Stock 10,000
Restricted Stock Units	<u>(1)</u>	01/08/2015		<u>A</u> ⁽³⁾		10,000	<u>(6)</u> <u>(6)</u>	Common Stock 10,000
Restricted Stock Units	<u>(1)</u>	01/08/2015		<u>A</u> ⁽³⁾		10,000	<u>(6)</u> <u>(6)</u>	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catlett Celia C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205			General Counsel	

Signatures

/s/ Celia Catlett 01/12/2015

 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 stock.

(2)

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The restricted stock units vest on February 28, 2015. Delivery to the reporting person will occur on February 28, 2015, subject to the reporting person's continued service with the Company.

- (3) Grant of restricted stock units pursuant to the Company's 2013 Long-Term Incentive Plan.
- (4) The restricted stock units vest on January 8, 2016. Delivery of the shares to the reporting person will occur on January 8, 2016, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on January 8, 2017. Delivery of the shares to the reporting person will occur on January 8, 2017, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on January 8, 2018. Delivery of the shares to the reporting person will occur on January 8, 2018, 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.

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