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| Texas Roadh | ouse, Inc. | | | | | | | | | | |
|---|--|---|---------------------------------|------------------------------|--------------------------|---|---|------------------------|------------------------|-------------------------|--|
| Form 4 | | | | | | | | | | | |
| January 12, 2 | 015 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this if no longe | | | | | | | Expires: | January 31, 2005 | | | |
| subject to | subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | Estimated a | | | |
| Section 16 | | SECURITIES | | | | | | | burden hou | | |
| Form 4 or Form 5 | | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | response | 0.5 | |
| obligation | ^ | | | | | | - | | | | |
| may conti | nue. Section I | | | • | • | • • | | f 1935 or Sectio | n | | |
| See Instru | ction | 30(n) | of the Inv | vestment | Company | Act | 01 19 | 40 | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| | • | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of 1. | | | | | | | Reporting Person(s) to | | | | |
| ZARLEY JAMES R | | | Symbol | | | | - | Issuer | | | |
| | | | Texas R | Texas Roadhouse, Inc. [TXRH] | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | |
| | | | (Month/Day/Year) | | | X Director | 10% | 6 Owner | | | |
| C/O TEXAS ROADHOUSE, | | | 01/08/2015 | | | Officer (give title Other (specify below) | | | | | |
| INC., 6040 I | DUTCHMAN | S LANE | | | | | | below) | below) | | |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | | | Filed(Month/Day/Year) | | | | | Applicable Line) | | | |
| _X_ Form filed | | | | | | | One Reporting Person More than One Reporting | | | | |
| LOUISVILL | E, KY 40205 | | | | | | | Person | | epotting | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securit | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of | 2. Transaction l | Date 2A. Dee | emed | 3. | 4. Securit | ties | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Ye | ear) Executi | on Date, if | | TransactionAcquired | | | | Form: Direct | Indirect | |
| (Instr. 3) | | any (Month) | /Day/Year) | Code (Instr. 8) | Disposed (Instr. 3, - | | | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership | |
| | | (Wond) | (Day/ I Cal) | (Insu. 0) | (11150. 5, | + and . | 5) | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | | (A) | | Reported | | | |
| | | | | | | or | | Transaction(s) | | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common | | | | | | | | 95,500 | D | | |
| Stock | | | | | | | | , | | | |

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.

 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. Transactio Code (Instr. 8) | 5. Number on f 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. Pr Deriv Secu (Inst |
|---|---|---|---|--|---|--|--------------------|---|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 01/08/2015 | | A <u>(2)</u> | 8,500 | (3) | (3) | Common Stock | 8,500 | \$ |
| Restricted Stock Units | <u>(1)</u> | 01/08/2015 | | A <u>(2)</u> | 8,500 | <u>(4)</u> | (4) | Common Stock | 8,500 | 4 |
| Restricted Stock Units | <u>(1)</u> | 01/08/2015 | | A <u>(2)</u> | 8,500 | (5) | (5) | Common Stock | 8,500 | \$ |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| ZARLEY JAMES R C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Celia Catlett, by Power of Attorney | 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 Common Stock.
- (2) Grant of restricted stock units pursuant to the Company's 2013 Long-Term Incentive Plan.
- (3) 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.
- (4) 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.

(5)

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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. 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.