

Ortiz Steven L
 Form 4
 January 09, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ortiz Steven L

2. Issuer Name and Ticker or Trading Symbol
 Texas Roadhouse, Inc. [TXRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

(Last) (First) (Middle)
 C/O TEXAS ROADHOUSE,
 INC., 6040 DUTCHMANS LANE,
 SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/06/2012

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

LOUISVILLE, KY 40205

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					162,689	D	
Common Stock	01/07/2012		M		43,750	A	\$ 0
Common Stock	01/07/2012		F		12,020	D	\$ 15.24

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(1)	01/06/2012		A(2)		60,000		(3)	(3)	Common Stock	60,000
Restricted Stock Units	(1)	01/06/2012		A(2)		60,000		(4)	(4)	Common Stock	60,000
Restricted Stock Units	(1)	01/06/2012		A(2)		60,000		(5)	(5)	Common Stock	60,000
Restricted Stock Units	(1)	01/07/2012		M		43,750		(6)	(6)	Common Stock	43,750
Restricted Stock Units	(1)							(3)	(3)	Common Stock	50,000
Option to Purchase	\$ 8.75							10/04/2005	10/04/2014	Common Stock	7,500
Option to Purchase	\$ 8.75							10/04/2005	10/04/2014	Common Stock	2,500
Option to Purchase	\$ 8.75							10/08/2005	10/08/2014	Common Stock	5,000
Option to Purchase	\$ 8.75							10/08/2006	10/08/2014	Common Stock	5,000
Option to Purchase	\$ 8.75							10/08/2007	10/08/2014	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ortiz Steven L
C/O TEXAS ROADHOUSE, INC.
6040 DUTCHMANS LANE, SUITE 200
LOUISVILLE, KY 40205

Chief Operating Officer

Signatures

/s/ Celia Catlett, by Power of
Attorney

01/09/2012

__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.
 - (2) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
 - (3) 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 the reporting person's continued service with the Company.
 - (4) 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 the reporting person's continued service with the Company.
 - (5) 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.
 - (6) The restricted stock units vested on January 7, 2012. Delivery of the shares to the reporting person will occur on January 7, 2012.

Remarks:

Exhibit List: Exhibit 24 -- Power of Attorney of Steve Ortiz

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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