

Texas Roadhouse, Inc.
Form 4
December 01, 2014

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 *
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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 11/28/2014 | | M | | 13,332 | A | D |
| | | | | | \$ 13.87 | | |
| Common Stock | 11/28/2014 | | S | | 13,332 | D | D |
| | | | | | \$ 33.15 | | |
| | | | | | (1) | | |
| Common Stock | 11/28/2014 | | M | | 13,334 | A | D |
| | | | | | \$ 13.87 | | |
| Common Stock | 11/28/2014 | | S | | 13,334 | D | D |
| | | | | | \$ 33.15 | | |
| | | | | | (1) | | |
| | 11/28/2014 | | M | | 13,334 | A | 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.

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(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 | <u>(3)</u> | | | | | <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 | |

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).

(1) 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.

(2) 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.

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