

Texas Roadhouse, Inc.
Form 4
February 25, 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

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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 40023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Texas Roadhouse, Inc. [TXRH]

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

02/25/2014

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	02/25/2014		M	(A) or (D) 1,050 (1)	\$ 0 3,232	D	
Common Stock	02/25/2014		F	429 D	\$ 0 2,803	D	

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	02/25/2014		M	1,050	(3) (3)	Common Stock 1,050
Restricted Stock Units	(2)					(4) (4)	Common Stock 1,050
Restricted Stock Units	(2)					(5) (5)	Common Stock 1,050
Restricted Stock Unit	(2)					(6) (6)	Common Stock 1,050
Restricted Stock Units	(2)					(7) (7)	Common Stock 8,500
Option to Purchase	\$ 18.66					05/23/2008 08/12/2015	Common Stock 450
Option to Purchase	\$ 15.23					05/23/2008 11/11/2015	Common Stock 450
Option to Purchase	\$ 15.57					05/23/2008 02/27/2016	Common Stock 359
Option to Purchase	\$ 14.8					05/23/2008 05/05/2016	Common Stock 450
Option to Purchase	\$ 14.66					05/23/2008 11/03/2016	Common Stock 437
Option to Purchase	\$ 15.74					05/23/2008 02/26/2017	Common Stock 757

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Catlett Celia
C/O TEXAS ROADHOUSE, INC.
6040 DUTCHMANS LANE
LOUISVILLE, KY 40023

General Counsel

Signatures

/s/ Celia Catlett 02/25/2014

__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) Represents restricted stock units which are fully vested on the transaction date.
- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's stock.
- (3) The restricted stock units vested on February 25, 2014. Delivery of the shares to the reporting person occurred on February 25, 2014.
- (4) The restricted stock units vest on May 3, 2014. Delivery of the shares to the reporting person will occur on May 3, 2014, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on August 2, 2014. Delivery of the shares to the reporting person will occur on August 2, 2014, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on November 1, 2014. Delivery of the shares to the reporting person will occur on November 1, 2014, subject to the reporting person's continued service with the Company.
- (7) 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.

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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