Texas Roadhouse, Inc.
Form 4
January 09, 2012

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 *
HART MARTIN T

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE, INC., 6040 DUTCHMANS LANE, SUITE 200

(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)
01/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								73,008	D	
Common Stock								82,745	I	By H Investment Company LLC (1)

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

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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. 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
Option to Purchase	$ 11.2							10/08/2005	10/08/2014	Common Stock	13,332
Option to Purchase	$ 11.2							10/08/2006	10/08/2014	Common Stock	13,334
Option to Purchase	$ 11.2							10/08/2007	10/08/2014	Common Stock	13,334
Restricted Stock Units	(2)							(3)	(3)	Common Stock	7,500
Restricted Stock Units	(2)	01/05/2012		A (4)		8,500		(5)	(5)	Common Stock	8,500
Restricted Stock Units	(2)	01/05/2012		A (4)		8,500		(6)	(6)	Common Stock	8,500
Restricted Stock Units	(2)	01/05/2012		A (4)		8,500		(7)	(7)	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HART MARTIN T C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X			

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) The reporting party is the voting manager of H Investment Company LLC. The reporting person disclaims 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.

(2) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.

(3) The restricted stock units vest on February 18, 2012. Delivery of the shares to the reporting person will occur on February 18, 2012, subject to the reporting person's continued service with the Company.

(4) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.

(5) The restricted stock units vest on February 18, 2013. Delivery of the shares to the reporting person will occur on February 18, 2013, subject to the reporting person's continued service with the Company.

(6) The restricted stock units vest on February 18, 2014. Delivery of the shares to the reporting person will occur on February 18, 2014, subject to the reporting person's continued service with the Company.

(7) The restricted stock units vest on February 18, 2015. Delivery of the shares to the reporting person will occur on February 18, 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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