

Gibson Krista M.
Form 4
May 13, 2013

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 *
Gibson Krista M.

2. Issuer Name and Ticker or Trading Symbol
BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6820 LBJ FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Brand Strategy

DALLAS, TX 75240
(City) (State) (Zip)

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

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 or Price		
Common Stock	05/10/2013		M		3,450 A \$ 21.6667	22,111	D
Common Stock	05/10/2013		M		827 A \$ 25.78	22,938	D
Common Stock	05/10/2013		M		1,625 A \$ 25.6467	24,563	D
Common Stock	05/10/2013		M		4,656 A \$ 28.3	29,219	D
Common Stock	05/10/2013		M		11,000 A \$ 19.12	40,219	D

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Common Stock	05/10/2013	M	2,060	A	\$ 14.79	42,279	D
Common Stock	05/10/2013	S	15,476	D	\$ 40.725 <u>(1)</u>	26,803	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option Right-to-Buy	\$ 21.6667	05/10/2013		M	3,450	11/13/2005 ⁽²⁾ 11/13/2013	Common Stock
Employee Stock Option Right-to-Buy	\$ 25.78	05/10/2013		M	827	10/20/2006 ⁽²⁾ 10/20/2013	Common Stock
Employee Stock Option Right-to-Buy	\$ 25.6467	05/10/2013		M	1,625	08/31/2007 ⁽²⁾ 08/31/2014	Common Stock
Employee Stock Option Right-to-Buy	\$ 28.3	05/10/2013		M	4,656	08/30/2008 ⁽²⁾ 08/30/2015	Common Stock
Employee Stock Option Right-to-Buy	\$ 19.12	05/10/2013		M	11,000	08/28/2009 ⁽²⁾ 08/28/2016	Common Stock
Employee Stock Option Right-to-Buy	\$ 14.79	05/10/2013		M	2,060	08/27/2010 ⁽²⁾ 08/27/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibson Krista M. 6820 LBJ FREEWAY DALLAS, TX 75240			SVP Brand Strategy	

Signatures

Bryan D. McCrory, attorney-in-fact for Krista M. Gibson	05/13/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.67 to \$40.78, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
(1) Options vest in installments on or after the date shown.
(2) Options vest in installments on or after the date shown.

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.