

Colosi Scott Matthew  
Form 4  
May 21, 2009

**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 \*  
Colosi Scott Matthew

(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)  
05/19/2009

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)  
Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            |                                      |  |                                |   |   | 34,632   | D                                 |
| Class A Common Stock            | 05/19/2009                           |  | M                              | 20,000  | A \$ 3.45   | 54,632   | D                                 |
| Class A Common Stock            | 05/19/2009                           |  | S                              | 20,000  | D \$ 11 (1)   | 34,632   | D                                 |
| Class A Common Stock            | 05/21/2009                           |  | M                              | 10,000  | A \$  | 44,632   | D                                 |

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|                      |            |  |   |        |   |         |          |
|----------------------|------------|--|---|--------|---|---------|----------|
| Common Stock         |            |  |   |        |   | 3.45    |          |
| Class A Common Stock | 05/21/2009 |  | S | 10,000 | D | \$ 11.2 | 34,632 D |

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

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SEC 1474  
(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                     | (2)  |                                      |  |                                |   | (3) (3)  | Class A Common Stock 31,250                                   |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (4) (4)  | Class A Common Stock 31,250                                   |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock 31,250                                   |
| Option to Purchase                         | \$ 3.45  |                                      |  |                                |   | 09/09/2006 09/09/2012                                    | Class A Common Stock 19,020                                   |
| Option to Purchase                         | \$ 3.45  |                                      |  |                                |   | 09/09/2007 09/09/2012                                    | Class A Common Stock 29,020                                   |
| Option to Purchase                         | \$ 3.45  |                                      |  |                                |   | 09/09/2008 09/09/2012                                    | Class A Common Stock 29,020                                   |
| Option to Purchase                         | \$ 3.45  |                                      |  |                                |   | 09/09/2006 09/09/2012                                    | Class A Common Stock 93,480                                   |

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| Option to Purchase | Price   | Grant Date | Expiration Date | Class | Quantity | Acquired Date | Acquired Date | Stock Type           | Quantity |
|--------------------|---------|------------|-----------------|-------|----------|---------------|---------------|----------------------|----------|
| Option to Purchase | \$ 3.45 | 05/21/2009 |                 | M     | 10,000   | 09/09/2007    | 09/09/2012    | Class A Common Stock | 42,230   |
| Option to Purchase | \$ 3.45 | 05/19/2009 |                 | M     | 20,000   | 09/09/2008    | 09/09/2012    | Class A Common Stock | 42,230   |
| Option to Purchase | \$ 8.75 |            |                 |       |          | 10/08/2006    | 10/08/2014    | Class A Common Stock | 18,750   |
| Option to Purchase | \$ 8.75 |            |                 |       |          | 10/08/2007    | 10/08/2014    | Class A Common Stock | 95,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Colosi Scott Matthew<br>C/O TEXAS ROADHOUSE, INC.<br>6040 DUTCHMANS LANE, SUITE 200<br>LOUISVILLE, KY 40205 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Sheila C. Brown, by Power of Attorney  
Date: 05/21/2009

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).

Weighted average sale price reported. These shares were sold within a range of \$10.99 and \$11.02. The reporting person will provide

- (1) upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.
- (3) The restricted stock units vest on January 7, 2010. Delivery of the shares to the reporting person will occur on January 7, 2010, subject to the reporting person's continued service with the Company.
- (4) The restricted stock units vest on January 7, 2011. Delivery of the shares to the reporting person will occur on January 7, 2011, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on January 7, 2012. Delivery of the shares to the reporting person will occur on January 7, 2012, 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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