

Texas Roadhouse, Inc.  
 Form 4  
 May 06, 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 \*  
 Catlett Celia

(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)  
 05/03/2014

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)  
 General Counsel

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   |  |                                   |
| Common Stock                    | 05/03/2014                           |  | M                              | (1)   | \$ 0  | 3,853  | D                                 |
| Common Stock                    | 05/03/2014                           |  | F                              |   | \$ 25.49  | 3,489  | 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)

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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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |                 |   |                            |
| Restricted Stock Units                     | (2)  | 05/03/2014                           |  | M                              | 1,050   | (3)  | (3)             | Common Stock  | 1,050                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (4)  | (4)             | Common Stock  | 1,050                      |
| Restricted Stock Unit                      | (2)  |                                      |  |                                |   | (5)  | (5)             | Common Stock  | 1,050                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (6)  | (6)             | Common Stock  | 8,500                      |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (7)  | (7)             | Common Stock  | 1,050                      |
| 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 40205

General Counsel

## Signatures

/s/ Celia Catlett 05/06/2014

\*\*Signature of Date  
Reporting Person

## 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 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) The restricted stock units vest on February 28, 2015. Delivery to the reporting person will occur on February 28, 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. 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.