

Ortiz Steven L
 Form 4
 March 02, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Ortiz Steven L

(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)
 02/26/2010

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 Operating 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock						450,454	D
Common Stock	02/26/2010		S	8,729	D	\$ 13.6 441,725	D
Common Stock	03/01/2010		S	32,000	D	\$ 13.51 409,725	D
Common Stock						68,714	I
							By Zitro Partners, Ltd. ⁽⁴⁾

Edgar Filing: Ortiz Steven L - Form 4

Common Stock	03/01/2010	S	58,714	D	\$ <u>(2)</u>	10,000	I	By Zitro Partners, Ltd. <u>(4)</u>
Common Stock	03/02/2010	S	10,000	D	\$ <u>(3)</u>	0	I	By Zitro Partners, Ltd. <u>(4)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>					<u>(6)</u> <u>(6)</u>	Common Stock	43,750
Restricted Stock Units	<u>(5)</u>					<u>(7)</u> <u>(7)</u>	Common Stock	43,750
Option to Purchase	\$ 8.75					10/04/2005 10/04/2014	Common Stock	7,402
Option to Purchase	\$ 8.75					10/04/2005 10/04/2014	Common Stock	28,160
Option to Purchase	\$ 8.75					10/08/2005 10/08/2014	Common Stock	57,000
Option to Purchase	\$ 8.75					10/08/2006 10/08/2014	Common Stock	57,000
Option to Purchase	\$ 8.75					10/08/2007 10/08/2014	Common Stock	171,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ortiz Steven L C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			Chief Operating Officer	

Signatures

/s/ Sheila C. Brown, by Power of Attorney

03/02/2010

 **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) Weighted average sale price reported. These shares were sold within a range of \$13.50 and \$13.60. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number shares sold at each separate price.

(2) Weighted average sale price reported. These shares were sold within a range of \$13.50 and \$13.55. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number shares sold at each separate price.

(3) Weighted average sale price reported. These shares were sold within a range of \$13.65 and \$13.70. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number shares sold at each separate price.

(4) The reporting person is president of the corporate general partner Zitro Partners, Ltd. and has voting control over the securities. The reporting person disclaims beneficial 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 interest.

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

(6) 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.

(7) 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.

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.