

Texas Roadhouse, Inc.  
 Form 4  
 December 23, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**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)  
**12/22/2011**

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)

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)
			Code	V	Amount	(D)	Price
Common Stock					73,008	D	
Common Stock	12/22/2011		G	V	17,255	D	\$ 0 82,745

By H  
 Investment  
 Company  
 LLC <sup>(1)</sup>

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

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 (9-02)



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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.

### **Remarks:**

Exhibit List: Exhibit 24 -- Power of Attorney of Martin Hart

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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