

BRINKER INTERNATIONAL INC

Form 4

September 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIENER TODD E

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)

09/10/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chili's President

4. If Amendment, Date Original
Filed(Month/Day/Year)

DALLAS, TX 75240

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	(A) or (D)	Price	
Common Stock	09/10/2008		M		60,000	A	\$ 11.8889	148,844 D
Common Stock	09/10/2008		S		7,300	D	\$ 18.87	141,544 D
Common Stock	09/10/2008		S		1,000	D	\$ 18.88	140,544 D
Common Stock	09/10/2008		S		9,300	D	\$ 18.89	131,244 D
Common Stock	09/10/2008		S		2,000	D	\$ 18.9	129,244 D

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Common Stock	09/10/2008	S	400	D	\$ 18.91	128,844	D
Common Stock	09/10/2008	S	5,200	D	\$ 18.92	123,644	D
Common Stock	09/10/2008	S	1,300	D	\$ 18.93	122,344	D
Common Stock	09/10/2008	S	600	D	\$ 18.94	121,744	D
Common Stock	09/10/2008	S	500	D	\$ 18.95	121,244	D
Common Stock	09/10/2008	S	700	D	\$ 18.96	120,544	D
Common Stock	09/10/2008	S	1,400	D	\$ 18.97	119,144	D
Common Stock	09/10/2008	S	300	D	\$ 18.98	118,844	D
Common Stock	09/10/2008	S	4,500	D	\$ 19.07	114,344	D
Common Stock	09/10/2008	S	1,000	D	\$ 19.08	113,344	D
Common Stock	09/10/2008	S	6,400	D	\$ 19.09	106,944	D
Common Stock	09/10/2008	S	5,600	D	\$ 19.1	101,344	D
Common Stock	09/10/2008	S	1,400	D	\$ 19.11	99,944	D
Common Stock	09/10/2008	S	1,600	D	\$ 19.12	98,344	D
Common Stock	09/10/2008	S	800	D	\$ 19.13	97,544	D
Common Stock	09/10/2008	S	3,300	D	\$ 19.14	94,244	D
Common Stock	09/10/2008	S	1,400	D	\$ 19.15	92,844	D
Common Stock	09/10/2008	S	500	D	\$ 19.16	92,344	D
Common Stock	09/10/2008	S	3,500	D	\$ 19.17	88,844	D

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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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)	8. Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 11.8889	09/10/2008		M	60,000	01/21/2001 01/21/2009	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIENER TODD E 6820 LBJ FREEWAY DALLAS, TX 75240	EVP & Chili's President

Signatures

Bryan D. McCrory, Attorney-in-Fact for Todd E. Diener 09/12/2008

__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).

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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