

Valade Kelli
 Form 4
 November 02, 2012

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 *
 Valade Kelli

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)
 11/01/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 COO Chili's Grill & Bar

DALLAS, TX 75240

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price			
Common Stock	11/01/2012		M		218	A	\$ 20.4533	13,614	D	
Common Stock	11/01/2012		M		7,501	A	\$ 21.667	21,115	D	
Common Stock	11/01/2012		M		5,251	A	\$ 25.78	26,366	D	
Common Stock	11/01/2012		S		12,970	D	\$ 30.88	13,396	D	

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 20.4533	11/01/2012		M	218	11/14/2004 ⁽¹⁾ 11/14/2012	Common Stock	2
Employee Stock Option Right-to-Buy	\$ 21.6667	11/01/2012		M	7,501	11/13/2005 ⁽¹⁾ 11/13/2013	Common Stock	7,
Employee Stock Option Right-to-Buy	\$ 25.78	11/01/2012		M	5,251	10/20/2006 ⁽¹⁾ 10/20/2013	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valade Kelli 6820 LBJ FREEWAY DALLAS, TX 75240			COO Chili's Grill & Bar	

Signatures

Bryan D. McCrory, Attorney-in-Fact for Kelli Valade
11/02/2012

__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).

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- (1) Options vest in installments on or after the date shown.
- (2) 217 options of the stated amount were inadvertently omitted from the previously reported totals for this stock option grant.

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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