

OSI RESTAURANT PARTNERS, INC.  
 Form 4  
 April 26, 2006

**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 \*  
**FIELDS DEBBI**

2. Issuer Name and Ticker or Trading Symbol  
**OSI RESTAURANT PARTNERS, INC. [OSI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/24/2006**

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

**C/O OSI RESTAURANT PARTNERS, INC., 2202 N. WEST SHORE BLVD., 5TH FLOOR**

(Street)

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

**TAMPA, FL 33607**

(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 Ownership (Instr. 4)
Common Stock, par value \$.01				(A) or (D)	625	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)

**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. Pr Deri Secu (Inst			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ("PSU")	(1)	04/24/2006		A		23.17		(2)	(2)	Common Stock	23.17
Phantom Stock Units ("PSU")	(1)	04/25/2006		A		382.39		(2)	(2)	Common Stock	382.39

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FIELDS DEBBI  
C/O OSI RESTAURANT PARTNERS, INC.  
2202 N. WEST SHORE BLVD., 5TH FLOOR  
TAMPA, FL 33607

X

## Signatures

/s/ Joseph J. Kadow,  
Attorney-in-Fact

04/26/2006

\_\_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) The security converts to common stock on a one-to-one basis.
- (2) The PSU were accrued under the Company's Deferred Compensation and Stock Plan ("Plan") and are settled 100% in the Company's common stock upon cessation as a director.
- (3) Derivative securities beneficially owned at end of the reported transaction include: (i) 448.97 PSU accrued in 1997 at prices ranging from \$15.840 to \$17.669; (ii) 439.26 PSU accrued in 1998 at prices ranging from \$18.070 to \$24.697; (iii) 672.73 PSU accrued in 1999 at prices ranging from \$25.33 to \$36.68; (iv) 756.99 PSU acquired in 2000 at prices ranging from \$23.603 to \$29.821; (v) 688.46 PSU acquired in 2001 at prices ranging from \$24.85 to \$27.98; (vi) 646.71 PSU acquired in 2002 at prices ranging from \$28.00 to \$37.38; (vii) 622.2 PSU acquired in 2003 at prices ranging from \$33.82 to \$38.64; (viii) 1330.36 PSU acquired in 2004 at prices ranging from \$40.38 to \$48.36; (ix) 1682.31 PSU acquired in 2005 at prices ranging from \$39.71 to \$46.05; and (x) 476.38 PSU accrued in 2006 at prices

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ranging from \$40.82 to \$43.15, all such PSU are to be settled 100% in the Company's common stock upon cessation as a director of 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.