

PARKER JAMES F

Form 4

January 10, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKER JAMES F

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE

(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)

01/08/2019

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	01/08/2019		M		4,750 (1)	\$ 0	92,560	D

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

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information contained in this form are not
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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)**

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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
				Code	V	(A)	(D)	
Restricted Stock Units	<u>(2)</u>	01/08/2019		M			4,250	<u>(3)</u> <u>(3)</u> Common Stock 4,250
Restricted Stock Units	<u>(2)</u>	01/08/2019		M			100	<u>(3)</u> <u>(3)</u> Common Stock 100
Restricted Stock Units	<u>(2)</u>	01/08/2019		M			100	<u>(3)</u> <u>(3)</u> Common Stock 100
Restricted Stock Units	<u>(2)</u>	01/08/2019		M			150	<u>(3)</u> <u>(3)</u> Common Stock 150
Restricted Stock Units	<u>(2)</u>	01/08/2019		M			150	<u>(3)</u> <u>(3)</u> Common Stock 150
Restricted Stock Units	<u>(2)</u>	01/08/2019		A <u>(4)</u>		4,250		<u>(5)</u> <u>(5)</u> Common Stock 4,250
Restricted Stock Units	<u>(2)</u>	01/08/2019		A <u>(4)</u>		100		<u>(6)</u> <u>(6)</u> Common Stock 100
Restricted Stock Units	<u>(2)</u>	01/08/2019		A <u>(4)</u>		100		<u>(7)</u> <u>(7)</u> Common Stock 100
Restricted Stock Units	<u>(2)</u>	01/08/2019		A <u>(4)</u>		150		<u>(8)</u> <u>(8)</u> Common Stock 150
Restricted Stock Units	<u>(2)</u>	01/08/2019		A <u>(4)</u>		150		<u>(9)</u> <u>(9)</u> Common Stock 150

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

PARKER JAMES F
C/O TEXAS ROADHOUSE, INC. X
6040 DUTCHMANS LANE
LOUISVILLE, KY 40205

Signatures

/s/ Celia Catlett, by Power of
Attorney 01/10/2019
**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) Represents restricted stock units that are fully vested on the transaction date.
- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
- (3) The restricted stock units vested on January 8, 2019. Delivery of the shares to the reporting person occurred on January 8, 2019.
- (4) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.
- (5) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Nominating and Corporate Governance Committee member with the Company.
- (7) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Compensation Committee member with the Company.
- (8) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as an Audit Committee member with the Company.
- (9) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as the chair of the Compensation Committee for 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.
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