

SELATI ROBIN P
Form 4
November 02, 2010

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 *
SELATI ROBIN P

2. Issuer Name and Ticker or Trading Symbol
Ruths Hospitality Group, Inc.
[RUTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2010

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

THREE FIRST NATIONAL
PLAZA, SUITE 4600

(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

CHICAGO, IL 60602

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/02/2010 | | J ⁽¹⁾ | 733,485 D | \$ 0 0 | I | See footnotes (2) (3) |
| Common Stock | 11/02/2010 | | J ⁽⁴⁾ | 16,286 D | \$ 0 0 | I | See footnotes (5) (6) |
| Common Stock | 11/02/2010 | | J ⁽⁷⁾ | 2,394 D | \$ 0 0 | I | See footnotes (8) (9) |
| Common | 11/02/2010 | | J ⁽¹⁰⁾ | 661 A | \$ 0 3,619 | D | |

Stock

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SELATI ROBIN P THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602 | | | | X |

Signatures

/s/ Robin P. Selati 11/02/2010

**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).
Reflects a pro rata distribution of shares of common stock of the issuer by Madison Dearborn Capital Partners III, L.P. ("MDCP III"), the record owner of the shares, to its general and limited partners on November 2, 2010, including Madison Dearborn Partners III, L.P. ("MDP III"), the sole general partner of MDCP III; following such distribution and on the same day, MDP III further distributed (on a pro-rata basis) the shares of common stock of the issuer it received from MDCP III to its general and limited partners (the "MDCP Distribution").

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(2) These shares are owned of record by MDCP III. MDP III is the general partner of MDCP III. The shares held by MDCP III may be deemed to be beneficially owned by MDP III, the sole general partner of MDCP III. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by MDCP III. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP III.

(3) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by MDCP III or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(4) Reflects a pro rata distribution of shares of common stock of the issuer by Madison Dearborn Special Equity III, L.P. ("MDSE III"), the record owner of the shares, to its general and limited partners on November 2, 2010, including MDP III, the sole general partner of MDSE III; following such distribution and on the same day, MDP III further distributed (on a pro-rata basis) the shares of common stock of the issuer it received from MDSE III to its general and limited partners (together with the MDCP Distribution, the "Distribution").

(5) These shares are owned of record by MDSE III. MDP III is the general partner of MDSE III. The shares held by MDSE III may be deemed to be beneficially owned by MDP III, the sole general partner of MDSE III. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by MDSE III. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDSE III.

(6) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by MDSE III or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(7) Reflects a pro rata distribution of shares of common stock of the issuer by Special Advisors Fund I LLC ("SAF"), the record owner of the shares, to its members on November 2, 2010.

(8) These shares are owned of record by SAF. MDP III is the manager of SAF. The shares held by SAF may be deemed to be beneficially owned by MDP III, the manager of SAF. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by SAF. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by SAF.

(9) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by SAF or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(10) Consists of shares of common stock of the issuer received by the reporting person pursuant to the Distribution. In previous reports, the reporting person reported indirect beneficial ownership of these shares, which were previously held of record by MDCP III and MDSE III.

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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