

Texas Roadhouse, Inc.
Form 4
January 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
Ortiz Steven L

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE,
SUITE 200

(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)
01/14/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 552,686 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | 143,714 | I | By Zitro Partners, Ltd. ⁽²⁾ |
| Class A Common Stock | | | | | 3,046 | I | By TEAS III, Inc. ⁽³⁾ |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (4) | 01/14/2008 | | A ⁽⁵⁾ | | 43,750 | | (6) | (6) | Class A Common Stock | 43,750 |
| Restricted Stock Units | (4) | 01/14/2008 | | A ⁽⁵⁾ | | 43,750 | | (7) | (7) | Class A Common Stock | 43,750 |
| Restricted Stock Units | (4) | 01/14/2008 | | A ⁽⁵⁾ | | 43,750 | | (8) | (8) | Class A Common Stock | 43,750 |
| Restricted Stock Units | (4) | 01/14/2008 | | A ⁽⁵⁾ | | 43,750 | | (9) | (9) | Class A Common Stock | 43,750 |
| Option to Purchase | \$ 4.04 | | | | | | | 04/02/2004 | 04/02/2013 | Class A Common Stock | 8,312 |
| Option to Purchase | \$ 3.03 | | | | | | | 04/03/2003 | 04/03/2012 | Class A Common Stock | 28,500 |
| Option to Purchase | \$ 3.03 | | | | | | | 04/03/2003 | 04/03/2012 | Class A Common Stock | 9,534 |
| Option to Purchase | \$ 3.45 | | | | | | | 07/03/2003 | 07/03/2012 | Class A Common Stock | 28,364 |
| Option to Purchase | \$ 3.45 | | | | | | | 07/03/2003 | 07/03/2012 | Class A Common Stock | 9,242 |
| | \$ 3.79 | | | | | | | 10/02/2003 | 10/02/2012 | | 7,866 |

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| | | | | | |
|--------------------|---------|--|-----------------------|----------------------|---------|
| Option to Purchase | | | | Class A Common Stock | |
| Option to Purchase | \$ 3.79 | | 10/02/2003 10/02/2012 | Class A Common Stock | 27,788 |
| Option to Purchase | \$ 4.44 | | 07/02/2004 07/02/2013 | Class A Common Stock | 2,986 |
| Option to Purchase | \$ 4.44 | | 07/02/2004 07/02/2013 | Class A Common Stock | 9,168 |
| Option to Purchase | \$ 4.53 | | 10/01/2004 10/01/2013 | Class A Common Stock | 2,568 |
| Option to Purchase | \$ 4.53 | | 10/01/2004 10/01/2013 | Class A Common Stock | 8,882 |
| Option to Purchase | \$ 4.59 | | 12/31/2004 12/31/2013 | Class A Common Stock | 3,098 |
| Option to Purchase | \$ 4.59 | | 12/31/2004 12/31/2013 | Class A Common Stock | 8,488 |
| Option to Purchase | \$ 8.75 | | 10/04/2005 10/04/2014 | Class A Common Stock | 7,402 |
| Option to Purchase | \$ 8.75 | | 10/04/2005 10/04/2014 | Class A Common Stock | 28,160 |
| Option to Purchase | \$ 8.75 | | 10/08/2005 10/08/2014 | Class A Common Stock | 57,000 |
| Option to Purchase | \$ 8.75 | | 10/08/2006 10/08/2014 | Class A Common Stock | 57,000 |
| Option to Purchase | \$ 8.75 | | 10/08/2007 10/08/2014 | Class A Common Stock | 171,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Ortiz Steven L
C/O TEXAS ROADHOUSE, INC.
6040 DUTCHMANS LANE, SUITE 200
LOUISVILLE, KY 40205

Chief Operating Officer

Signatures

/s/ Sheila C. Brown, by Power of
Attorney

01/16/2008

__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).
Reflects distribution of an aggregate of 527,294 shares to the reporting person by Ortiz/College Station, Ltd., Ortiz/Corpus Christi, Ltd., Ortiz/Houston, Ltd., Ortiz/Live Oak, Ltd. and Ortiz/Tyler, Ltd. In prior reports, the reporting person reported such shares through indirect ownership in each respective entity.
- (1) Ortiz/Houston, Ltd., Ortiz/Live Oak, Ltd. and Ortiz/Tyler, Ltd. In prior reports, the reporting person reported such shares through indirect ownership in each respective entity.
- (2) The reporting person is the president of the corporate general partner of Zitro Partners, Ltd. and has voting control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (3) The reporting person is the president of TEAS III, Ltd. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (4) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.
- (5) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.
- (6) The restricted stock units vest on January 7, 2009. Delivery of the shares to the reporting person will occur on January 7, 2009, subject to the reporting person's continued service with the Company.
- (7) The restricted stock units vest on January 7, 2010. Delivery of the shares to the reporting person will occur on January 7, 2010, subject to the reporting person's continued service with the Company.
- (8) The restricted stock units vest on January 7, 2011. Delivery of the shares to the reporting person will occur on January 7, 2011, subject to the reporting person's continued service with the Company.
- (9) The restricted stock units vest on January 7, 2012. Delivery of the shares to the reporting person will occur on January 7, 2012, subject to the reporting person's continued service with 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.