

Texas Roadhouse, Inc.  
Form 4  
January 16, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Catlett Celia

(Last) (First) (Middle)

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

(Street)

LOUISVILLE, KY 40023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Texas Roadhouse, Inc. [TXRH]

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

01/15/2014

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 \_\_\_\_ Other (specify  
below) below)

General Counsel

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 2,182                                                                                                              | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (2)                                                                 | (2)                | Common<br>Stock | 1,050                                  |
| Restricted<br>Stock<br>Units                        | (1)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (3)                                                                 | (3)                | Common<br>Stock | 1,050                                  |
| Restricted<br>Stock<br>Units                        | (1)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (4)                                                                 | (4)                | Common<br>Stock | 1,050                                  |
| Restricted<br>Stock Unit                            | (1)                                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (5)                                                                 | (5)                | Common<br>Stock | 1,050                                  |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 01/15/2014                              |                                                             | A                                    | (6)                                                                                                             | 8,500                                                          |     | (7)                                                                 | (7)                | Common<br>Stock | 8,500                                  |
| Option to<br>Purchase                               | \$ 18.66                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 08/12/2015         | Common<br>Stock | 450                                    |
| Option to<br>Purchase                               | \$ 15.23                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 11/11/2015         | Common<br>Stock | 450                                    |
| Option to<br>Purchase                               | \$ 15.57                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 02/27/2016         | Common<br>Stock | 359                                    |
| Option to<br>Purchase                               | \$ 14.8                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 05/05/2016         | Common<br>Stock | 450                                    |
| Option to<br>Purchase                               | \$ 14.66                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 11/03/2016         | Common<br>Stock | 437                                    |
| Option to<br>Purchase                               | \$ 15.74                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/23/2008                                                          | 02/26/2017         | Common<br>Stock | 757                                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Catlett Celia  
C/O TEXAS ROADHOUSE, INC.  
6040 DUTCHMANS LANE  
LOUISVILLE, KY 40023

General Counsel

## Signatures

/s/ Celia Catlett

01/16/2014

  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) Each restricted stock unit represents a conditional right to receive one share of the Company's stock.
- (2) The restricted stock units vest on February 25, 2014. Delivery of the shares to the reporting person will occur on February 25, 2014, subject to the reporting person's continued service with the Company.
- (3) The restricted stock units vest on May 3, 2014. Delivery of the shares to the reporting person will occur on May 3, 2014, subject to the reporting person's continued service with the Company.
- (4) The restricted stock units vest on August 2, 2014. Delivery of the shares to the reporting person will occur on August 2, 2014, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on November 1, 2014. Delivery of the shares to the reporting person will occur on November 1, 2014, subject to the reporting person's continued service with the Company.
- (6) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.
- (7) The restricted stock units vest on January 7, 2015. Delivery of the shares to the reporting person will occur on January 7, 2015, 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.

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