

Ortiz Steven L  
Form 4  
January 09, 2009

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(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)  
01/07/2009

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)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Class A Common Stock					552,686	D	
Class A Common Stock	01/07/2009		M		43,750 (1)	A	\$ 0 596,436
Class A Common Stock	01/07/2009		F		12,362	D	\$ 8.39 584,074
Class A					143,714	I	By Zitro

Common Stock				Partners, Ltd. <u>(2)</u>
Class A Common Stock	3,046	I		By TEAS III, Inc. <u>(3)</u>

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)	01/07/2009		M	43,750	(5)	(5)	Class A Common Stock	43,750
Restricted Stock Units	(4)					(6)	(6)	Class A Common Stock	43,750
Restricted Stock Units	(4)					(7)	(7)	Class A Common Stock	43,750
Restricted Stock Units	(4)					(8)	(8)	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

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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
Option to Purchase	\$ 3.79	10/02/2003	10/02/2012	Class A Common Stock	7,866
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	171,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

01/09/2009

\_\_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 which are fully vested on the transaction date.  
The reporting person is the president of the corporate general partner of Zitro Partners, Ltd. and has voting control over the securities. The
- (2) 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.  
The reporting person is the president of TEAS III, Ltd. The reporting person disclaims beneficial ownership within the meaning of Rule
- (3) 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) 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.
- (6) 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.
- (7) 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.
- (8) 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.

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