

THOMSON ROGER F

Form 4

August 14, 2012

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 *
THOMSON ROGER F

2. Issuer Name and Ticker or Trading
Symbol

BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

6820 LBJ FREEWAY

(Street)

DALLAS, TX 75240

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

08/10/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

☒ Officer (give title
below)

____ 10% Owner

☐ Other (specify
below)

EVP, CAO, General Counsel

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	08/10/2012		M		26,250	A	\$ 25.78 108,421
Common Stock	08/10/2012		M		27,001	A	\$ 25.647 135,422
Common Stock	08/10/2012		M		25,000	A	\$ 28.3 160,422
Common Stock	08/10/2012		M		4,619	A	\$ 21.667 165,041
Common Stock	08/10/2012		M		69,750	A	\$ 22.593 234,791

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Common	08/10/2012		\$			
Stock		S	147,795	D	33.541	86,996
					(1)	D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option Right-to-Buy	\$ 21.6667	08/10/2012		M	4,619	11/13/2005 ⁽²⁾ 11/13/2013	Common Stock
Employee Stock Option Right-to-Buy	\$ 22.5933	08/10/2012		M	69,750	11/04/2006 ⁽²⁾ 11/04/2014	Common Stock
Employee Stock Option Right-to-Buy	\$ 25.78	08/10/2012		M	26,250	10/20/2006 ⁽²⁾ 10/20/2013	Common Stock
Employee Stock Option Right-to-Buy	\$ 25.6467	08/10/2012		M	27,001	08/31/2007 ⁽²⁾ 08/31/2014	Common Stock
Employee Stock Option Right-to-Buy	\$ 28.3	08/10/2012		M	25,000	08/30/2008 ⁽²⁾ 08/30/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THOMSON ROGER F 6820 LBJ FREEWAY	EVP, CAO, General Counsel

DALLAS, TX 75240

Signatures

Bryan D. McCrory, Attorney-in-Fact for Roger F.
Thomson

08/14/2012

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.360 to \$34.430, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(1) Options vest in installments on or after the date shown.

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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