

Ortiz Steven L
 Form 4
 January 09, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 01/07/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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| | | | | | | |
|----------------------|--|--|--|-------|---|------------------------------|
| 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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SEC 1474
(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 | <u>(4)</u> | 01/07/2009 | | M | 43,750 | <u>(5)</u> <u>(5)</u> | Class A Common Stock 43,750 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(6)</u> <u>(6)</u> | Class A Common Stock 43,750 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(7)</u> <u>(7)</u> | Class A Common Stock 43,750 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(8)</u> <u>(8)</u> | 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 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.
- (2) 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.
- (3) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8)

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.