

ZARLEY JAMES R
Form 4/A
February 14, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZARLEY JAMES R

(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)
01/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
01/09/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	\$
Restricted Stock Units	(1)	01/05/2012	A(5)	8,500		(2)	(2)	Common Stock	8,500	\$
Restricted Stock Units	(1)	01/05/2012	A(5)	8,500		(3)	(3)	Common Stock	8,500	\$
Restricted Stock Units	(1)	01/05/2012	A(5)	8,500		(4)	(4)	Common Stock	8,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZARLEY JAMES R C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X			

Signatures

/s/ Celia Catlett, by Power of Attorney 02/14/2012

__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).
- (1) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
The restricted stock units vest on January 7, 2013. Delivery of the shares to the reporting person will occur on January 7, 2013, subject to the reporting person's continued service with the Company. The vesting date was mistakenly reported as February 18, 2013 in a prior filing.
 - (3) The restricted stock units vest on January 7, 2014. Delivery of the shares to the reporting person will occur on January 7, 2014, subject to the reporting person's continued service with the Company. The vesting date was mistakenly reported as February 18, 2014 in a prior filing.
 - (4) 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. The vesting date was mistakenly reported as February 18, 2015 in a prior filing.

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filing.

(5) Grant of restricted stock pursuant to the Company's 2004 Equity Incentive Plan.

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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