

Texas Roadhouse, Inc.
 Form 4
 February 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/28/2014

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)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					2,803	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)					(2) (2)	Common Stock	1,050
Restricted Stock Units	(1)					(3) (3)	Common Stock	1,050
Restricted Stock Unit	(1)					(4) (4)	Common Stock	1,050
Restricted Stock Units	(1)					(5) (5)	Common Stock	8,500
Restricted Stock Units	(1)	02/28/2014		A(6)	1,050	(7) (7)	Common Stock	1,050
Option to Purchase	\$ 18.66					05/23/2008 08/12/2015	Common Stock	450
Option to Purchase	\$ 15.23					05/23/2008 11/11/2015	Common Stock	450
Option to Purchase	\$ 15.57					05/23/2008 02/27/2016	Common Stock	359
Option to Purchase	\$ 14.8					05/23/2008 05/05/2016	Common Stock	450
Option to Purchase	\$ 14.66					05/23/2008 11/03/2016	Common Stock	437
Option to Purchase	\$ 15.74					05/23/2008 02/26/2017	Common 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 02/28/2014

**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 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.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.
 - (7) The restricted stock units vest on February 28, 2015. Delivery to the reporting person will occur on February 28, 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. 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.