OUTBACK STEAKHOUSE INC

Form 4

October 12, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILT TOBY S

2. Issuer Name and Ticker or Trading

Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

OUTBACK STEAKHOUSE INC

[OSI]

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/11/2005

X_ Director Officer (give title

10% Owner Other (specify

C/O OUTBACK STEAKHOUSE. INC., 2202 N. WEST SHORE

BLVD., 5TH FLOOR

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

TAMPA, FL 33607

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock, par value \$.01

30,000 D

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

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SEC 1474 (9-02)

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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. Transacti 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Phantom Stock Units ("PSU")	<u>(1)</u>	10/11/2005		A	12.59	<u>(2)</u>	<u>(2)</u>	Common Stock	12.5
Stock Option (right to buy)	\$ 15					07/23/1998(5)	07/23/2007(5)	Common Stock	45,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WILT TOBY S C/O OUTBACK STEAKHOUSE, INC. 2202 N. WEST SHORE BLVD., 5TH FLOOR TAMPA, FL 33607	X					

Signatures

/s/ Joseph J. Kadow, Attorney-in-Fact

**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) The security converts to common stock on a one-to-one basis.
- (2) The PSU were accrued under the Company's Deferred Compensation and Stock Plan ("Plan") and are settled 100% in the Company's common stock upon cessation as a director.
- (3) Derivative securities beneficially owned as of the end of the reporting period include: (i) 568.70 PSU accrued in 1997 at prices ranging from \$15.840 to \$17.669, and are each settled 100% in the Company's common stock on January 1, 2007; (ii) 416.68 PSU accrued in 1998 at prices ranging from \$18.070 to \$24.697, and are each settled 100% in the Company's common stock on January 1, 2007; (iii) 336.37 PSU accrued in 1999 at prices ranging from \$25.33 to \$36.68, and are each settled 100% in the Company's common stock on January 1, 2009; (iv) 378.49 PSU accrued in 2000 at prices ranging from \$23.603 to \$29.821, and are each settled 100% in the Company's

Reporting Owners 2

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common stock upon cessation as a director; [continued in next footnote]

Company.

- [continued from previous footnote] (v) 374.41 PSU accrued in 2001 at prices ranging from \$24.85 to \$27.98, and are each settled 100% in the Company's common stock upon cessation as a director (vi) 333.57 PSU accrued in 2002 at prices ranging from \$28.00 to \$37.38, and are each settled 100% in the Company's common stock upon cessation as a director; (vii) 345.99 PSU accrued in 2003 at prices ranging from \$33.82 to \$38.64; (viii) 741.83 PSU accrued in 2004 at prices ranging from \$40.38 to \$48.36; and (ix) 658.94 PSU accrued in 2005 at prices ranging from \$39.71 to \$46.05, and are each settled 100% in the Company's common stock upon cessation as a director of the
- (5) Currently exercisable. The option vested in three equal annual installments beginning on July 23, 1998.

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.