

Ortiz Steven L  
 Form 4  
 May 20, 2009

**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 \*  
 Ortiz Steven L

2. Issuer Name and Ticker or Trading Symbol  
 Texas Roadhouse, Inc. [TXRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/18/2009

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

C/O TEXAS ROADHOUSE,  
 INC., 6040 DUTCHMANS LANE,  
 SUITE 200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

LOUISVILLE, KY 40205

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock						546,870	D	
Class A Common Stock	05/18/2009		S	1,700	D	\$ 11.04	545,170	D
Class A Common Stock	05/19/2009		S	51,100	D	\$ 11.13	494,070	D
Class A Common Stock						(1)	143,714	I
							By Zitro	

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Common Stock									Partners, Ltd. <sup>(2)</sup>
Class A Common Stock	05/18/2009	S	16,300	D	\$ <u>11</u> <sup>(3)</sup>	127,414	I		By Zitro Partners, Ltd. <sup>(2)</sup>
Class A Common Stock						3,046	I		By TEAS III, Inc. <sup>(4)</sup>
Class A Common Stock	05/19/2009	S	3,046	A	\$ 11.04	0	I		By TEAS III, Inc. <sup>(4)</sup>

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	43,750
Restricted Stock Units	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	43,750
Restricted Stock Units	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Class A Common Stock	43,750
Option to Purchase	\$ 8.75					10/04/2005	10/04/2014	Class A Common Stock	7,402
	\$ 8.75					10/04/2005	10/04/2014		28,160

Option to Purchase					Class A Common Stock	
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 Stock	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  
Date: 05/20/2009

\_\_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) Weighted average sale price reported. These shares were sold within a range of \$11.04 and \$11.23. The reporting person will provide upon request by the Commission Staff, the issuer, or securities holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The reporting person is president of the coporate 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.

(3) Weighted average sale price reported. These shares were sold within a range of \$10.95 and \$11.05. The reporting person will provide upon request by the Commission Staff, the issuer, or securities holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The reporting person is 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.

(5) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock

(6) 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.

(7) 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.

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- (8) 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.

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.