

THOMSON ROGER F
Form 4
December 20, 2005

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 *
THOMSON ROGER F

2. Issuer Name and Ticker or Trading Symbol
BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6820 LBJ FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CAO, General Counsel

DALLAS, TX 75240
(City) (State) (Zip)

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

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 12/16/2005 | | M | | 15,112 | \$ 30.68 | D | |
| Common Stock | 12/16/2005 | | S | | 200 | \$ 38.45 | D | |
| Common Stock | 12/16/2005 | | S | | 200 | \$ 38.46 | D | |
| Common Stock | 12/16/2005 | | M | | 15,110 | \$ 32.5 | D | |
| Common Stock | 12/16/2005 | | S | | 2,200 | \$ 38.47 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 12/16/2005 | S | 700 | D | \$ 38.48 | 81,335 | D |
| Common Stock | 12/16/2005 | S | 300 | D | \$ 38.49 | 81,035 | D |
| Common Stock | 12/16/2005 | S | 16,213 | D | \$ 38.5 | 64,822 | D |
| Common Stock | 12/16/2005 | S | 6,100 | D | \$ 38.51 | 58,722 | D |
| Common Stock | 12/16/2005 | S | 5,800 | D | \$ 38.52 | 52,922 | D |
| Common Stock | 12/16/2005 | S | 100 | D | \$ 38.53 | 52,822 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option Right-to-Buy ⁽¹⁾ | \$ 30.68 | 12/16/2005 | | M | 15,112 | 11/14/2004 11/14/2012 | Common Stock | 15,112 |
| Employee Stock Option Right-to-Buy ⁽¹⁾ | \$ 32.5 | 12/16/2005 | | M | 15,110 | 11/13/2005 11/13/2013 | Common Stock | 15,110 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THOMSON ROGER F
6820 LBJ FREEWAY
DALLAS, TX 75240

EVP, CAO, General Counsel

Signatures

Bryan D. McCrory, Attorney-in-fact for Roger F.
Thomson

12/20/2005

__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) Options vest in installments on or after the date shown

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.