BRINKER INTERNATIONAL INC

Form 4

August 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Gibson Krista M.			Symbol BRINKER INTERNATIONAL INC [EAT]					Issuer (Check all applicable)				
(Last) (First) (Middle) 6820 LBJ FREEWAY			3. Date of Earliest Transaction (Month/Day/Year) 08/14/2013					- - b	Director 10% OwnerX_ Officer (give title Other (specify below) SVP Brand Strategy			
DALLAG	4. If Amendment, Date Original Filed(Month/Day/Year)				A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
DALLAS,	1X /5240							P	Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	Deemed 3. 4. Securities Acquir rution Date, if Transactioror Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)				(D)	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
Common Stock	08/14/2013			M		3,000	A	\$ 22.5933	39,423	D		
Common Stock	08/14/2013			M		4,424	A	\$ 25.78	43,847	D		
Common Stock	08/14/2013			M		3,440	A	\$ 14.79	47,287	D		
Common Stock	08/14/2013			M		3,000	A	\$ 15.83	50,287	D		
Common Stock	08/14/2013			M		1,250	A	\$ 21.79	51,537	D		

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Common Stock	08/14/2013	S	8,839	D	\$ 42.715 (1)	42,698	D
Common Stock	08/14/2013	A	10,500	A	\$ 0	53,198	D
Common Stock	08/14/2013	F	2,872	D	\$ 42.68	50,326	D

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 ction Derivative Securities 3) 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	Amour or Number of Shares
Employee Stock Option Right-to-Buy	\$ 14.79	08/14/2013		M		3,440	08/27/2010	08/27/2017	Common Stock	3,44
Employee Stock Option Right-to-Buy	\$ 15.83	08/14/2013		M		3,000	08/26/2011	08/26/2018	Common Stock	3,00
Employee Stock Option Right-to-Buy	\$ 21.79	08/14/2013		M		1,250	08/25/2012	08/25/2019	Common Stock	1,25
Employee Stock Option Right-to-Buy	\$ 22.5933	08/14/2013		M		3,000	11/04/2006	11/04/2014	Common Stock	3,00
Employee Stock Option Right-to-Buy	\$ 25.78	08/14/2013		M		4,424	10/20/2006	10/20/2013	Common Stock	4,42

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gibson Krista M. 6820 LBJ FREEWAY

SVP Brand Strategy

DALLAS, TX 75240

Signatures

Bryan D. McCrory, Attorney-in-Fact for Krista M. Gibson

08/15/2013

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.390 to \$42.900, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

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.

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