

Texas Roadhouse, Inc.
Form 4
February 26, 2016

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 *
Jacobsen S. Chris

(Last) (First) (Middle)

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

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	02/24/2016		S	3,500	\$ 41.28	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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)					(2)	(2)	Common Stock	2,125
Restricted Stock Units	(1)					(3)	(3)	Common Stock	2,125
Restricted Stock Units	(1)					(4)	(4)	Common Stock	2,125
Restricted Stock Units	(1)					(5)	(5)	Common Stock	2,125
Restricted Stock Units	(1)					(6)	(6)	Common Stock	10,000
Restricted Stock Units	(1)					(7)	(7)	Common Stock	10,000
Restricted Stock Units	(1)					(8)	(8)	Common Stock	10,000
Restricted Stock Units	(1)					(8)	(8)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobsen S. Chris C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE			Chief Marketing Officer	

LOUISVILLE, KY 40205

Signatures

/s/ Celia Catlett, by Power of
Attorney

02/26/2016

__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 units represents a conditional right to receive one share of the Company's common stock.
- (2) The restricted stock units vest on February 27, 2016. Delivery of the shares to the reporting person will occur on or about February 27, 2016, subject to the reporting person's continued service with the company.
- (3) The restricted stock units vest on May 8, 2016. Delivery of the shares to the reporting person will occur on or about May 8, 2016, subject to the reporting person's continued service with the company.
- (4) The restricted stock units vest on August 7, 2016. Delivery of the shares to the reporting person will occur on or about August 7, 2016, subject to the reporting person's continued service with the company.
- (5) The restricted stock units vest on November 6, 2016. Delivery of the shares to the reporting person will occur on or about November 6, 2016, subject to the reporting person's continued service with the company.
- (6) The restricted stock units vest on January 8, 2017. Delivery of the shares to the reporting person will occur on or about January 8, 2017, subject to the reporting person's continued service with the company.
- (7) The restricted stock units vest on January 8, 2018. Delivery of the shares to the reporting person will occur on or about January 8, 2018, subject to the reporting person's continued service with the company.
- (8) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on or about January 8, 2019, 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.