

Texas Roadhouse, Inc.
Form 4
August 07, 2008

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 *
Hart Gerard Johan

(Last) (First) (Middle)

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

(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)
08/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

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)	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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					15,000	D	
Class A Common Stock	08/05/2008		M		32,728	A	\$ 1.47
Class A Common Stock	08/05/2008		S		32,728	D	\$ 9.88
Class A Common Stock	08/05/2008		M		510,518	A	\$ 525,518

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Common Stock						1.47			Investments, Ltd. ⁽²⁾
Class A Common Stock	08/05/2008		S	510,518	D	\$ 9.89 ⁽³⁾	15,000	I	BY GJHTX Investments, Ltd. ⁽²⁾
Class A Common Stock	08/06/2008		M	250,000	A	\$ 1.47	265,000	I	BY GJHTX Investments, Ltd. ⁽²⁾
Class A Common Stock	08/06/2008		S	250,000	D	\$ 9.75 ⁽⁴⁾	15,000	I	BY GJHTX Investments, Ltd. ⁽²⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Class A Common Stock	60,000
Restricted Stock Units	⁽⁵⁾					⁽⁷⁾	⁽⁷⁾	Class A Common Stock	60,000
Restricted Stock Units	⁽⁵⁾					⁽⁸⁾	⁽⁸⁾	Class A Common Stock	60,000
Restricted Stock Units	⁽⁵⁾					⁽⁹⁾	⁽⁹⁾	Class A Common Stock	60,000
Option to Purchase	\$ 1.47	08/05/2008		M		05/15/2004	02/15/2010	Class A Common Stock	32,728
	\$ 8.75					10/08/2005	10/08/2014		57,000

Option to Purchase								Class A Common Stock	
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	277,800
Option to Purchase	\$ 1.47	08/05/2008		M	510,518	05/15/2003	02/15/2010	Class A Common Stock	760,500
Option to Purchase	\$ 1.47	08/06/2008		M	250,000	05/15/2003	02/15/2010	Class A Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Gerard Johan C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X		CEO & President	

Signatures

/s/ Sheila C. Brown, by Power of Attorney

08/07/2008

**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 \$9.85 and \$9.90. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The reporting person is the manager of the corporate general partner GJHTX Investments, 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 not actual pecuniary interest.

(3) Weighted average sale price reported. These shares were sold within a range of \$9.77 and \$9.97. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Weighted average sale price reported. These shares were sold within a range of \$9.60 and \$9.85. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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

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- (6) The restricted stock units vest on January 7, 2009. Delivery of the shares to the reporting person will occur on January 7, 2009, subject to the reporting person's continued service with the Company.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Granted pursuant to compensatory benefit plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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