

Ortiz Steven L
 Form 4
 May 12, 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

(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)
 05/11/2009

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)
 Chief Operating Officer

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 (D) Price | | | |
| Class A Common Stock | | | | | 568,870 | D | |
| Class A Common Stock | 05/11/2009 | | S | 22,000 D \$ 11.27 (1) | 546,870 | D | |
| Class A Common Stock | | | | | 143,714 | I | By Zitro Partners, Ltd. (2) |
| Class A Common Stock | | | | | 3,046 | I | By TEAS |

Common
Stock

III, Inc. ⁽³⁾

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (4) | | | | | (5) (5) | Class A Common Stock | 43,750 |
| Restricted Stock Units | (4) | | | | | (6) (6) | Class A Common Stock | 43,750 |
| Restricted Stock Units | (4) | | | | | (7) (7) | Class A Common Stock | 43,750 |
| Option to Purchase | \$ 8.75 | | | | | 10/04/2005 10/04/2014 | Class A Common Stock | 7,402 |
| Option to Purchase | \$ 8.75 | | | | | 10/04/2005 10/04/2014 | Class A Common Stock | 28,160 |
| 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 |
| | \$ 8.75 | | | | | 10/08/2007 10/08/2014 | | 171,000 |

Option to
PurchaseClass A
Common
Stock

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

05/12/2009

__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 \$11.25 and \$11.33. 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) 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.

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

(5) 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.

(6) 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.

(7) 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.

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