

Colosi Scott Matthew  
Form 4  
February 28, 2012

**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 \*  
Colosi Scott Matthew

(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)  
02/28/2012

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 Financial 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2012		M		35 A \$ 3.45 94,633	D	
Common Stock	02/28/2012		M		3,480 A \$ 3.45 98,113	D	
Common Stock	02/28/2012		M		35 A \$ 3.45 98,148	D	
Common Stock	02/28/2012		M		35 A \$ 3.45 98,183	D	
Common Stock	02/28/2012		M		18,750 A \$ 8.75 116,933	D	

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Common Stock	02/28/2012		M	95,000	A	\$ 8.75	211,933	D
Common Stock	02/28/2012		S	117,335	D	\$ 16.91 <u>(1)</u>	94,598	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 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 or Number of Shares
Restricted Stock Units	(2)					(3) (3)	Common Stock 50,000
Restricted Stock Units	(2)					(4) (4)	Common Stock 50,000
Restricted Stock Units	(2)					(5) (5)	Common Stock 50,000
Restricted Stock Units	(2)					(3) (3)	Common Stock 41,667
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2006 09/09/2012	Common Stock 35
Option to Purchase	\$ 3.45	02/28/2012		M	3,480	09/09/2006 09/09/2012	Common Stock 3,480
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2007 09/09/2012	Common Stock 35
Option to Purchase	\$ 3.45	02/28/2012		M	35	09/09/2008 09/09/2012	Common Stock 35

