

Ortiz Steven L  
 Form 4  
 April 27, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/23/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOUISVILLE, KY 40205

(City) (State) (Zip)

**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			
				Code	V	Amount		
Class A Common Stock						414,074	D	
Class A Common Stock	04/23/2009	04/23/2009	M	8,312	A	\$ 4.04	422,386	D
Class A Common Stock	04/23/2009	04/23/2009	M	38,034	A	\$ 3.03	460,420	D
Class A Common Stock	04/23/2009	04/23/2009	M	37,606	A	\$	498,026	D

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Common Stock							3.45			
Class A Common Stock	04/23/2009	04/23/2009	M	35,654	A	\$ 3.79	533,680	D		
Class A Common Stock	04/23/2009	04/23/2009	M	12,154	A	\$ 4.44	545,834	D		
Class A Common Stock	04/23/2009	04/23/2009	M	11,450	A	\$ 4.53	557,284	D		
Class A Common Stock	04/23/2009	04/23/2009	M	11,586	A	\$ 4.59	568,870	D		
Class A Common Stock							143,714	I		By Zitro Partners, Ltd. <sup>(1)</sup>
Class A Common Stock							3,046	I		By TEAS III, Inc. <sup>(2)</sup>

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	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	43,750
Restricted Stock Units	<u>(3)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	43,750

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Restricted Stock Units	(3)				(6)	(6)	Class A Common Stock	43,750
Option to Purchase	\$ 4.04	04/23/2009	M	8,312	04/02/2004	04/02/2013	Class A Common Stock	8,312
Option to Purchase	\$ 3.03	04/23/2009	M	28,500	04/03/2003	04/03/2012	Class A Common Stock	28,500
Option to Purchase	\$ 3.03	04/23/2009	M	9,534	04/03/2003	04/03/2012	Class A Common Stock	9,534
Option to Purchase	\$ 3.45	04/23/2009	M	28,364	07/03/2003	07/03/2012	Class A Common Stock	28,364
Option to Purchase	\$ 3.45	04/23/2009	M	9,242	07/03/2003	07/03/2012	Class A Common Stock	9,242
Option to Purchase	\$ 3.79	04/23/2009	M	7,866	10/02/2003	10/02/2012	Class A Common Stock	7,866
Option to Purchase	\$ 3.79	04/23/2009	M	27,788	10/02/2003	10/02/2012	Class A Common Stock	27,788
Option to Purchase	\$ 4.44	04/23/2009	M	2,986	07/02/2004	07/02/2013	Class A Common Stock	2,986
Option to Purchase	\$ 4.44	04/23/2009	M	9,168	07/02/2004	07/02/2013	Class A Common Stock	9,168
Option to Purchase	\$ 4.53	04/23/2009	M	2,568	10/01/2004	10/01/2013	Class A Common Stock	2,568
Option to Purchase	\$ 4.53	04/23/2009	M	8,882	10/01/2004	10/01/2013	Class A Common Stock	8,882
Option to Purchase	\$ 4.59	04/23/2009	M	3,098	12/31/2004	12/31/2013	Class A Common Stock	3,098
Option to Purchase	\$ 4.59	04/23/2009	M	8,488	12/31/2004	12/31/2013	Class A Common Stock	8,488
Option to Purchase	\$ 8.75				10/04/2005	10/04/2014	Class A Common	7,402

					Stock
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
Option to Purchase	\$ 8.75	10/08/2007	10/08/2014	Class A Common Stock	171,000

## 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

04/27/2009

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).

The reporting person is president of the coporate general partner 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.

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.

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

(4) 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.

(5) 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.

(6) 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.

(7) 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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