

Colosi Scott Matthew
Form 4
May 21, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
05/19/2009

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) below)

Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock								34,632	D
Class A Common Stock	05/19/2009		M		20,000	A	\$ 3.45	54,632	D
Class A Common Stock	05/19/2009		S		20,000	D	\$ 11 <u>(1)</u>	34,632	D
Class A Common Stock	05/21/2009		M		10,000	A	\$	44,632	D

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Common Stock 3.45

Class A Common Stock 05/21/2009 S 10,000 D \$ 11.2 34,632 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)	Class A Common Stock 31,250
Restricted Stock Units	(2)					(4) (4)	Class A Common Stock 31,250
Restricted Stock Units	(2)					(5) (5)	Class A Common Stock 31,250
Option to Purchase	\$ 3.45					09/09/2006 09/09/2012	Class A Common Stock 19,020
Option to Purchase	\$ 3.45					09/09/2007 09/09/2012	Class A Common Stock 29,020
Option to Purchase	\$ 3.45					09/09/2008 09/09/2012	Class A Common Stock 29,020
Option to Purchase	\$ 3.45					09/09/2006 09/09/2012	Class A Common Stock 93,480

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Option to Purchase	\$ 3.45	05/21/2009	M	10,000	09/09/2007	09/09/2012	Class A Common Stock	42,230
Option to Purchase	\$ 3.45	05/19/2009	M	20,000	09/09/2008	09/09/2012	Class A Common Stock	42,230
Option to Purchase	\$ 8.75				10/08/2006	10/08/2014	Class A Common Stock	18,750
Option to Purchase	\$ 8.75				10/08/2007	10/08/2014	Class A Common Stock	95,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colosi Scott Matthew C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205			Chief Financial Officer	

Signatures

/s/ Sheila C. Brown, by Power of Attorney
05/21/2009

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).
- Weighted average sale price reported. These shares were sold within a range of \$10.99 and \$11.02. The reporting person will provide
- (1) upon request by the Commission Staff, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Class A Common Stock.
 - (3) 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.
 - (4) 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.
 - (5) 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. 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.