

Taylor Wayne Kent
Form 4
February 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Taylor Wayne Kent

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Company and Board

(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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2012		S			153,016	D	\$ 16.92	7,048,368	D	
								(1)			
Common Stock	02/27/2012		S			46,984	D	\$ 16.78	7,001,384	D	
								(2)			
Common Stock	02/28/2012		S			200,000	D	\$ 16.95	6,801,384	D	
								(3)			
Common	02/28/2012		S			5,000	D	\$	89,998	I	By LD

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Stock					16.78 <u>(4)</u>				Holdings LLC <u>(5)</u>
Common Stock	02/27/2012	S	53,016	D	\$ 16.76 <u>(6)</u>	1,446,984	I		By Taylor Family Partners, Ltd. <u>(7)</u>
Common Stock	02/27/2012	S	96,984	D	\$ 16.87 <u>(8)</u>	1,350,000	I		By Taylor Family Partners, Ltd. <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(9)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock	70,000
Restricted Stock Units	<u>(9)</u>					<u>(11)</u>	<u>(11)</u>	Common Stock	70,000
Restricted Stock Units	<u>(9)</u>					<u>(12)</u>	<u>(12)</u>	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
Taylor Wayne Kent C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE, SUITE 200 LOUISVILLE, KY 40205	X	X	Chairman of Company and Board	

Signatures

/s/ Celia Catlett, by Power of
Attorney

02/28/2012

__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 \$16.76 and \$17.26. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
 - (2) Weighted average sale price reported. These shares were sold within a range of \$16.75 and \$16.82. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
 - (3) Weighted average sale price reported. These shares were sold within a range of \$16.75 and \$17.03. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, 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 \$16.77 and \$16.79. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
 - (5) The reporting party is the voting manager of LD Holdings LLC, a Kentucky limited liability company. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1(a) 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.
 - (6) Weighted average sale price reported. These shares were sold within a range of \$16.75 and \$16.81. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
 - (7) Certain members of the reporting party's Immediate Family, as defined in Rule 16a-1(e) of the Securities Exchange Act of 1934, as amended, have a pecuniary interest in Taylor Family Partners, Ltd., a Kentucky limited partnership. The reporting person disclaims beneficial ownership, within the meaning of Rule 16a-1, of such portion of those shares in which the reporting person has no actual pecuniary interest.
 - (8) Weighted average sale price reported. These shares were sold within a range of \$16.77 and \$16.94. The reporting person will provide upon request by the Commission Staff, the issuer, or security holder, full information regarding the number of shares sold at each separate price.
 - (9) Each restricted stock unit represents a conditional rights to receive one share of the Company's Common Stock.
 - (10) The restricted stock units vest on January 7, 2013. Delivery of the shares to the reporting person will occur on January 7, 2013, subject to the reporting person's continued service with the Company.
 - (11) The restricted stock units vest on January 7, 2014. Delivery of the shares to the reporting person will occur on January 7, 2014, subject to the reporting person's continued service with the Company.
 - (12) The restricted stock units vest on January 7, 2015. Delivery of the shares to the reporting person will occur on January 7, 2015, 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.