

RICKS CABARET INTERNATIONAL INC

Form 4

July 05, 2012

**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 \*  
REESE TRAVIS

2. Issuer Name and Ticker or Trading Symbol  
RICKS CABARET INTERNATIONAL INC [RICK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10959 CUTTEN ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/02/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
V.P./Director of Technology

HOUSTON, TX US 77066

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

(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 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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)    | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|--------------|----------------------------|
|               |                              |                  |                 | (A)   | (D)    |                  |                 |              |                            |
| Stock Options | \$ 8.35                      | 07/02/2012       | A               | 15,000                                      |        | 07/02/2013       | 07/02/2014      | Common Stock | 15,000                     |
| Stock Options | \$ 10.25                     | 07/02/2012       | D               |   | 25,000 | 09/30/2010       | 09/30/2012      | Common Stock | 25,000                     |
| Stock Options | \$ 8.35                      | 07/02/2012       | A               | 25,000                                      |        | 07/02/2013       | 07/02/2014      | Common Stock | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| REESE TRAVIS<br>10959 CUTTEN ROAD<br>HOUSTON, TX US 77066 | X             |           | V.P./Director of Technology |       |

## Signatures

/s/ Travis Reese                      07/05/2012

\_\_Signature of                      Date  
Reporting Person

## 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) Executive compensation.
  - (2) On July 2, 2012, the issuer's Compensation Committee approved an exchange offer to certain employees and directors. The issuer granted the reporting person the stock options in row 3 of this Table II in exchange for the stock options in row 2.

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.