

ZARLEY JAMES R  
 Form 4  
 February 22, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**ZARLEY JAMES R**

(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)  
**02/18/2010**

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)

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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					15,000	D	
Common Stock					50,000	I	By James Zarley Living Trust U/A/D 11/05/99 (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 11.2					10/08/2005	10/08/2014	Common Stock	13,332
Option to Purchase	\$ 11.2					10/08/2006	10/08/2014	Common Stock	13,334
Option to Purchase	\$ 11.2					10/08/2007	10/08/2014	Common Stock	13,334
Restricted Stock Units	(2)	02/18/2010		A <sup>(3)</sup>	7,500	(4)	(4)	Common Stock	7,500
Restricted Stock Units	(2)	02/18/2010		A <sup>(3)</sup>	7,500	(5)	(5)	Common Stock	7,500

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ZARLEY JAMES R  
C/O TEXAS ROADHOUSE, INC.  
6040 DUTCHMANS LANE, SUITE 200  
LOUISVILLE, KY 40205

X

## Signatures

/s/ Sheila C. Brown, by Power of Attorney

02/22/2010

\*\*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 the trustee of the James Zarley Living Trust U/A/D 11/05/99 and has voting control over the securities. The

(1) 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.

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

(3) Grant of restricted stock units pursuant to the Company's 2004 Equity Incentive Plan.

(4) The restricted stock units vest on February 18, 2011. Delivery of the shares to the reporting person will occur on February 18, 2011, subject to the reporting person's continued service with the Company.

(5) The restricted stock units vest on February 18, 2012. Delivery of the shares to the reporting person will occur on February 18, 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.