

Colosi Scott Matthew
Form 4
February 24, 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 *
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)
02/23/2010

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)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 54,460 | D | |
| Common Stock | 02/23/2010 | | M ⁽¹⁾ | | 10,000 | A | \$ 3.45 |
| Common Stock | 02/23/2010 | | S ⁽¹⁾ | | 10,000 | D | \$ 14 |

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

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SEC 1474
(9-02)

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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) | Common Stock 31,250 |
| Restricted Stock Units | (2) | | | | | (4) (4) | Common Stock 31,250 |
| Option to Purchase | \$ 3.45 | | | | | 09/09/2006 09/09/2012 | Common Stock 19,020 |
| Option to Purchase | \$ 3.45 | | | | | 09/09/2007 09/09/2012 | Common Stock 29,020 |
| Option to Purchase | \$ 3.45 | | | | | 09/09/2008 09/09/2012 | Common Stock 29,020 |
| Option to Purchase | \$ 3.45 | 02/23/2010 | | M | 10,000 | 09/09/2006 09/09/2012 | Common Stock 83,480 |
| Option to Purchase | \$ 3.45 | | | | | 09/09/2007 09/09/2012 | Common Stock 32,230 |
| Option to Purchase | \$ 3.45 | | | | | 09/09/2008 09/09/2012 | Common Stock 22,230 |
| Option to Purchase | \$ 8.75 | | | | | 10/08/2006 10/08/2014 | Common Stock 18,750 |
| Option to Purchase | \$ 8.75 | | | | | 10/08/2007 10/08/2014 | Common Stock 95,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Financial Officer

Colosi Scott Matthew
C/O TEXAS ROADHOUSE, INC.
6040 DUTCHMANS LANE, SUITE 200
LOUISVILLE, KY 40205

Signatures

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

02/24/2010

__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).
- (1) These shares were acquired and sold pursuant to a written non-discretionary Rule 10b5-1 sales plan dated August 14, 2008.
- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
- (3) 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.
- (4) 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.

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