

SELATI ROBIN P  
Form 4/A  
August 06, 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 \*  
SELATI ROBIN P

2. Issuer Name and Ticker or Trading Symbol  
Ruths Hospitality Group, Inc.  
[RUTH]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
THREE FIRST NATIONAL  
PLAZA, SUITE 4600  
  
(Street)  
  
CHICAGO, IL 60602  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
08/04/2010  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
08/05/2010

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/04/2010 <sup>(11)</sup>		J <sup>(1)</sup>		1,333,016	D	\$ 0 733,485	I	See footnotes (2) (3)
Common Stock	08/04/2010 <sup>(11)</sup>		J <sup>(4)</sup>		29,599	D	\$ 0 16,286	I	See footnotes (5) (6)
Common Stock	08/04/2010 <sup>(11)</sup>		J <sup>(7)</sup>		4,352	D	\$ 0 2,394	I	See footnotes (8) (9)
Common	08/04/2010 <sup>(11)</sup>		J <sup>(10)</sup>		1,201	A	\$ 0 2,958	D	



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(2) These shares are owned of record by MDCP III. MDP III is the general partner of MDCP III. The shares held by MDCP III may be deemed to be beneficially owned by MDP III, the sole general partner of MDCP III. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by MDCP III. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP III.

(3) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by MDCP III or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(4) Reflects a pro rata distribution of shares of common stock of the issuer by Madison Dearborn Special Equity III, L.P. ("MDSE III"), the record owner of the shares, to its general and limited partners on August 4, 2010, including MDP III, the sole general partner of MDSE III; following such distribution and on the same day, MDP III further distributed (on a pro-rata basis) the shares of common stock of the issuer it received from MDSE III to its general and limited partners (together with the MDCP Distribution, the "Distribution").

(5) These shares are owned of record by MDSE III. MDP III is the general partner of MDSE III. The shares held by MDSE III may be deemed to be beneficially owned by MDP III, the sole general partner of MDSE III. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by MDSE III. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDSE III.

(6) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by MDSE III or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(7) Reflects a pro rata distribution of shares of common stock of the issuer by Special Advisors Fund I LLC ("SAF"), the record owner of the shares, to its members on August 4, 2010.

(8) These shares are owned of record by SAF. MDP III is the manager of SAF. The shares held by SAF may be deemed to be beneficially owned by MDP III, the manager of SAF. The reporting person is a managing director of the general partner of MDP III (and a limited partner of MDP III), and therefore may be deemed to share beneficial ownership of the shares owned directly by SAF. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP III that has the power, acting by majority vote, to vote or dispose of the shares directly held by SAF.

(9) The reporting person and Messrs. Canning, Finnegan and Menco and MDP III each hereby disclaims any beneficial ownership of any shares directly held by SAF or by MDP III, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(10) Consists of shares of common stock of the issuer received by the reporting person pursuant to the Distribution. In previous reports, the reporting person reported indirect beneficial ownership of these shares, which were previously held of record by MDCP III and MDSE III.

(11) This amendment is being filed to correct the "Transaction Date" previously reported on this Form 4.

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.