BRINKER INTERNATIONAL INC

Form 4

August 29, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Edwards Thomas Jr.

BRINKER INTERNATIONAL INC

[EAT]

(Last) (First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

6820 LBJ FREEWAY

(Street)

(State)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

DALLAS, TX 75240

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 08/25/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

(Instr. 4)

Ownership (I) (Instr. 4)

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & CFO

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

10% Owner

Other (specify

7. Nature of

Indirect

Estimated average

burden hours per

6. Ownership

Form: Direct

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Am Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Seco Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

Date

Title

A

or N of

Employee

Common **Stock Option** \$ 54.33 08/25/2016 A 34,974 08/25/2017(1) 08/25/2024 Stock

Right-to-Buy

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Edwards Thomas Jr. 6820 LBJ FREEWAY

EVP & CFO

DALLAS, TX 75240

Signatures

Bryan D. McCrory, Attorney-in-Fact for Thomas Edwards, Jr.

08/29/2016

**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) Options vest in installments on or after the date shown.

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.

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