

BRINKER INTERNATIONAL INC  
 Form 4  
 February 12, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 THOMSON ROGER F

2. Issuer Name and Ticker or Trading Symbol  
 BRINKER INTERNATIONAL INC  
 [EAT]

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

(Last) (First) (Middle)  
 6820 LBJ FREEWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/10/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Ch. Dev. Officer

DALLAS, TX 75240  
 (City) (State) (Zip)

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

**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 or Price   |  |                                   |
| Common Stock                    | 02/10/2016                           |  | M                              |   | 661 A \$ 14.79  | 94,613   | D                                 |
| Common Stock                    | 02/10/2016                           |  | M                              |   | 7,500 A \$ 15.83  | 102,113  | D                                 |
| Common Stock                    | 02/10/2016                           |  | M                              |   | 6,463 A \$ 21.79  | 108,576  | D                                 |
| Common Stock                    | 02/10/2016                           |  | M                              |   | 11,812 A \$ 34.82   | 120,388  | D                                 |
| Common Stock                    | 02/10/2016                           |  | M                              |   | 7,360 A \$ 40.76  | 127,748  | D                                 |

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|              |            |   |        |   |                  |        |   |
|--------------|------------|---|--------|---|------------------|--------|---|
| Common Stock | 02/10/2016 | S | 37,996 | D | \$<br><u>(1)</u> | 89,752 | D |
| Common Stock | 02/11/2016 | M | 8,900  | A | \$ 21.79         | 98,652 | D |
| Common Stock | 02/11/2016 | S | 17,413 | D | \$<br><u>(2)</u> | 81,239 | D |

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 (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 Security (Instr. 3 and 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title |
| Employee Stock Option Right-to-Buy         | \$ 14.79   | 02/10/2016                           |  | M                              | 661   | 08/27/2010 <sup>(3)</sup> 08/27/2017                     | Common Stock  |       |
| Employee Stock Option Right-to-Buy         | \$ 15.83   | 02/10/2016                           |  | M                              | 7,500   | 08/26/2011 <sup>(3)</sup> 08/26/2018                     | Common Stock  |       |
| Employee Stock Option Right-to-Buy         | \$ 21.79   | 02/10/2016                           |  | M                              | 6,463   | 08/25/2012 <sup>(3)</sup> 08/25/2019                     | Common Stock  |       |
| Employee Stock Option Right-to-Buy         | \$ 21.79   | 02/11/2016                           |  | M                              | 8,900   | 08/25/2012 <sup>(3)</sup> 08/25/2019                     | Common Stock  |       |
| Employee Stock Option Right-to-Buy         | \$ 34.82   | 02/10/2016                           |  | M                              | 11,812  | 08/30/2013 <sup>(3)</sup> 08/30/2020                     | Common Stock  |       |
| Employee Stock Option Right-to-Buy         | \$ 40.76   | 02/10/2016                           |  | M                              | 7,360   | 08/29/2014 <sup>(3)</sup> 08/29/2021                     | Common Stock  |       |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| THOMSON ROGER F<br>6820 LBJ FREEWAY<br>DALLAS, TX 75240 |               |           | EVP, Ch. Dev. Officer |       |

## Signatures

Bryan D. McCrory, Attorney-in-Fact for Bryan D. McCrory 02/12/2016

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.00 to \$47.02, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.11, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(3) 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.

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