

Vegas Dennis D
 Form 4/A
 September 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Vegas Dennis D

2. Issuer Name and Ticker or Trading Symbol
 MEXICAN RESTAURANTS INC
 [CASA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1135 EDGEBROOK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Chief Marketing Officer

HOUSTON, TX 77034
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/18/2006

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	09/20/2006		M		2,000 (1)	A	\$ 3.56 3,000 D
Common Stock	09/20/2006		S		500 (1)	D	\$ 10.34 2,500 D
Common Stock	09/20/2006		S		1,500 (1)	D	\$ 10 1,000 D

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

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.56	09/20/2006		M	2,000 <u>(1)</u>	<u>(2)</u> 01/07/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Vegas Dennis D 1135 EDGEBROOK HOUSTON, TX 77034	Director 10% Owner Officer Sr VP, Chief Marketing Officer

Signatures

/s/ Dennis D. Vegas 09/22/2006

__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 option exercise on Table II and the acquisition and sale on Table I of the original Form 4 incorrectly reported the amount (1,500 shares, instead of 2,000), sale price (\$10.00) and exercise and actual sale dates (9/14/06 instead of 9/20/06).
- (2) Option has vested or will vest in 10%, 15%, 25%, 25% and 25% increments on 1/7/04, 1/7/05, 1/7/06, 1/7/07 and 1/7/08.

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.