

BRINKER INTERNATIONAL INC  
 Form 4  
 August 15, 2013

**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 \*  
 Gibson Krista M.

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)  
 08/14/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP Brand Strategy

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 08/14/2013                           |  | M                              |   | 3,000 A \$ 22.5933  | 39,423   | D   |
| Common Stock                    | 08/14/2013                           |  | M                              |   | 4,424 A \$ 25.78  | 43,847   | D   |
| Common Stock                    | 08/14/2013                           |  | M                              |   | 3,440 A \$ 14.79  | 47,287   | D   |
| Common Stock                    | 08/14/2013                           |  | M                              |   | 3,000 A \$ 15.83  | 50,287   | D   |
| Common Stock                    | 08/14/2013                           |  | M                              |   | 1,250 A \$ 21.79  | 51,537   | D   |

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|              |            |   |        |   |                  |        |   |
|--------------|------------|---|--------|---|------------------|--------|---|
| Common Stock | 08/14/2013 | S | 8,839  | D | \$ 42.715<br>(1) | 42,698 | D |
| Common Stock | 08/14/2013 | A | 10,500 | A | \$ 0             | 53,198 | D |
| Common Stock | 08/14/2013 | F | 2,872  | D | \$ 42.68         | 50,326 | D |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option Right-to-Buy         | \$ 14.79   | 08/14/2013                           |  | M                              | 3,440   | 08/27/2010 08/27/2017                                    | Common Stock  | 3,440                      |  |
| Employee Stock Option Right-to-Buy         | \$ 15.83   | 08/14/2013                           |  | M                              | 3,000   | 08/26/2011 08/26/2018                                    | Common Stock  | 3,000                      |  |
| Employee Stock Option Right-to-Buy         | \$ 21.79   | 08/14/2013                           |  | M                              | 1,250   | 08/25/2012 08/25/2019                                    | Common Stock  | 1,250                      |  |
| Employee Stock Option Right-to-Buy         | \$ 22.5933   | 08/14/2013                           |  | M                              | 3,000   | 11/04/2006 11/04/2014                                    | Common Stock  | 3,000                      |  |
| Employee Stock Option Right-to-Buy         | \$ 25.78   | 08/14/2013                           |  | M                              | 4,424   | 10/20/2006 10/20/2013                                    | Common Stock  | 4,424                      |  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Gibson Krista M.<br>6820 LBJ FREEWAY<br>DALLAS, TX 75240 |               |           | SVP Brand Strategy |       |

## Signatures

|  |            |
|--|------------|
| Bryan D. McCrory, Attorney-in-Fact for Krista M.<br>Gibson | 08/15/2013 |
| __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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.390 to \$42.900, 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.

(1) 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.