

Valade Kelli
Form 4
September 10, 2018

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Valade Kelli

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)

DALLAS, TX 75240

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2018

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP & President of Chili's

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Employee Stock Option Right-to-Buy	09/06/2018		M	6,000 A	\$ 21.79 74,068	D	
Employee Stock Option Right-to-Buy	09/06/2018		S	2,576 D	\$ 43.37 71,492	D	
Employee Stock Option Right-to-Buy	09/06/2018		M	4,369 A	\$ 34.82 75,861	D	
Employee Stock Option	09/06/2018		S	2,329 D	\$ 43.37 73,532	D	

Right-to-Buy

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 21.79	09/06/2018		M	6,000	08/25/2012 ⁽¹⁾ 08/25/2019	Common Stock	6,
Employee Stock Option Right-to-Buy	\$ 34.82	09/06/2018		M	4,369	08/30/2013 ⁽¹⁾ 08/30/2020	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Valade Kelli 6820 LBJ FREEWAY DALLAS, TX 75240	EVP & President of Chili's

Signatures

Christopher L. Green, Attorney-in-Fact for Kelli
Valade

09/10/2018

__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).

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(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.

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