

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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(HTML Version on secdatabase.com)

REPORTING OWNER

MRKONIC GEORGE R JR

CIK: **1208464**

Type: **4** | Act: **34** | File No.: **001-10275** | Film No.: **13662238**

Mailing Address
*C/O BORDERS GROUP INC
100 PHOENIX DRIVE
ANN ARBOR MI 48108*

ISSUER

BRINKER INTERNATIONAL INC

CIK: **703351** | IRS No.: **751914582** | State of Incorporation: **DE** | Fiscal Year End: **0625**
SIC: **5812** Eating places

Mailing Address
*6820 LBJ FREEWAY
DALLAS TX 75240*

Business Address
*6820 LBJ FREEWAY
DALLAS TX 75240
9729809917*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person MRKONIC GEORGE R JR			2. Issuer Name and Ticker or Trading Symbol BRINKER INTERNATIONAL INC [EAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013					
C/O BORDERS GROUP INC, 100 PHOENIX DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) ANN ARBOR, MI 48108								
(City)	(State)	(Zip)						

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	(A) or (D)	Price			
Common Stock	02/28/2013		M		6,000	A	\$22.173	19,654	D	
Common Stock	02/28/2013		M		6,000	A	\$23.267	25,654	D	
Common Stock	02/28/2013		M		7,500	A	\$25.66	33,154	D	
Common Stock	02/28/2013		S		19,500	D	\$33.7189 ⁽¹⁾	13,654	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Employee Stock Option Right-to-Buy	\$25.66	02/28/2013		M		7,500		01/04/2008 ⁽²⁾	01/04/2016	Common Stock	7,500	\$25.66	0	D

Non-Employee Stock Option Right-to-Buy	\$23.2667	02/28/2013		<u>M</u>			6,000	01/03/2007 ⁽²⁾	01/03/2015	Common Stock	6,000	\$23.267	0	D
Non-Employee Stock Option Right-to-Buy	\$22.1733	02/28/2013		<u>M</u>			6,000	01/12/2006 ⁽²⁾	01/12/2014	Common Stock	6,000	\$22.173	0	D

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.684 to \$33.760, 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. Options vest in installments on or after the date shown.

Signatures

Bryan D. McCrory, Attorney-in-fact for George R. Mrkonjc

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.