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 \square

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0 5

Instruction 1(b). File						d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940											0.5			
1. Name and Address of Reporting Person* <u>THOMSON ROGER F</u>						2. Issuer Name and Ticker or Trading Symbol BRINKER INTERNATIONAL INC [EAT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify						
(Last) (First) (Middle) 6820 LBJ FREEWAY						3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012									X Oncer (give the Other (specify below) below) EVP, CAO, General Counsel					
(Street) DALLAS TX 75240				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(City)					-												Form filed by More than One Reporting Person			
		Tal	ble I - N	lon-Der	ivativ	ve Se	curi	ties Ac	quire	d, Di	sposed o	f, or Be	nefici	ially (Owned					
1. Title of Security (Instr. 3) 2. T Dat				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		A) or 3, 4 and	5)	Securitie Beneficia Owned F	5. Amount of Securities Beneficially Dwned Following Reported		wnership n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price		Transact (Instr. 3 a	ion(s)			(1130. 4)	
Common	Stock			08/10/2012				М		26,250	A	\$25	.78	108	,421	D				
Common	Stock			08/10/2012				М		27,001	A	\$25.647		135	135,422		D			
Common	Stock			08/10/2012		2		М		25,000	A	\$28.3		160	160,422		D			
Common	Stock			08/10/	8/10/2012				М		4,619	A	\$21.667		165,041		D			
Common	Stock			08/10/	/2012)12		М		69,750	A	\$22.593		234,791			D			
Common Stock 08/10/20				/2012)12		S		147,795	D	\$ 33.541 ⁽¹⁾		86,996			D				
			Table I								posed of,				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Executio if any	(e.g.,		, call	5. No of Deri Seco Acq (A) o Disp of (E	arrants umber ivative urities uired	s, opti	ONS, Exerc ion Da	convertik		Irities Id Amor ties Ig Secur	unt 8 S	Price of erivative ecurity nstr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Executio if any	(e.g., med on Date,	4. Transa Code (, call	5. No of Deri Seco Acq (A) o Disp of (E	arrants umber ivative urities uired or oosed D) (Instr.	6. Date Expirat	ONS, Exerc ion Da /Day/Y	convertik	7. Title ar of Securi Underlyir Derivative	Irities Id Amor ties Ig Secur	ity (l	. Price of erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti	e s Illy J	Ownership Form: Direct (D) or Indirect	o of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Executio if any	(e.g., med on Date,	4. Transa Code (8)	, call	S, W of Deri Seci Acq (A) of Disp of (I 3, 4	arrants umber vative urities uired or oosed D) (Instr. and 5)	6. Date Expirat (Month)	ONS, Exerc ion Da /Day/Y	convertik isable and te ear) Expiration	7. Title ar of Securi Underlyir Derivative (Instr. 3 a	Amou or Amou a Secur nd 4)	ity (l	. Price of erivative ecurity	derivative Securities Beneficia Owned Following Reported Transacti	e s Illy J	Ownership Form: Direct (D) or Indirect	o of Indirect Beneficial Ownership (Instr. 4)	
Employee Stock Option Right-to-	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Executio if any	(e.g., med on Date,	4. Transa Code (8)	, call	S, W of Deri Seci Acq (A) of Disp of (I 3, 4	arrants umber ivative urities uired or oosed o) (Instr. and 5) (D)	5, Opti 6. Date Expirat (Month) Date Exercis	Exerc ion Da /Day/Y	Expiration Date	Die secu 7. Title ar of Securi Underlyir Derivativ (Instr. 3 a Title	Amou or Numh Amou or Numh of Share	s) unt 8 S S ity (1 punt per es 19	. Price of lerivative ecurity nstr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	o of Indirect Beneficial Ownership (Instr. 4)	
Employee Stock Option Right-to- Buy Employee Stock Option Right-to-	Conversion or Exercise Price of Derivative Security \$21.6667	3. Transaction Date (Month/Day/Year)	3A. Deer Executio if any	(e.g., med on Date,	A. Transa Code (8) Code	, call	S, W of Deri Seci Acq (A) of Disp of (I 3, 4	arrants umber vative urities uired or bosed 0) (Instr. and 5) (D) 4,619	5, opti 6. Date Expirat (Month) Date Exercis	ONS, Exerc ion Da Joay/Y sable 005 ⁽²⁾	Expiration Date	De secu 7. Title ar of securi Underlyin Derivative (Instr. 3 a Title Common Stock	Amou or Numt of Share 4,61	s) uunt 8 D S (I S (I I S (I I S (I S (I	Price of lerivative ecurity nstr. 5) \$21.667	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4)	o of Indirect Beneficial Ownership (Instr. 4)	
Employee Stock Option Right-to- Buy Employee Stock Option Right-to- Buy Employee Stock Option Right-to- Buy	Conversion or Exercise Price of Derivative Security \$21.6667 \$22.5933	3. Transaction Date (Month/Day/Year) 08/10/2012 08/10/2012	3A. Deer Executio if any	(e.g., med on Date,	Puts. 4. Transz Code (8) Code M	, call	S, W of Deri Seci Acq (A) of Disp of (I 3, 4	arrants umber vative urities uired or boosed) (Instr. and 5) (D) 4,619 69,750	S, opti 6. Date Expirat (Month) Date Exercis 11/13/2	Ons, Exerc ion Dady /Day/Y sable 0005 ⁽²⁾ 0006 ⁽²⁾ 0006 ⁽²⁾	convertik isable and te ear) Expiration Date 11/13/2013	De secu 7. Title ar of Securi Underlyin Derivative (Instr. 3 a Title Common Stock	Inities Ind Amou Initian Initian Amou or Numt Amou or Share 4,61 69,7	s) int 8 D S (1 S (1 S (1 S (1 S (1 S (1 S (1)) S (1)) S (1)) S (1) S (1) S (1) S (1	 Price of lerivative ecurity nstr. 5) \$21.667 \$22.593 	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4)	o of Indirect Beneficial Ownership (Instr. 4)	

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 \$33.360 to \$34.430, 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.

Remarks:

Right-to-Buy

Stock

in-Fact for Roger F. Thomson

** Signature of Reporting Person Date

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

 \ast 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.