

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Davisson Valerie</u>			2. Issuer Name and Ticker or Trading Symbol <u>BRINKER INTERNATIONAL INC [ EAT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - People Works</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2012</u>			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		
6820 LBJ FREEWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DALLAS TX 75240</u>								
(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	11/29/2012		M		3,921	A	\$23.0933	53,229	D	
Common Stock	11/29/2012		M		13,500	A	\$22.5933	66,729	D	
Common Stock	11/29/2012		M		2,927	A	\$19.12	69,656	D	
Common Stock	11/29/2012		M		5,790	A	\$14.79	75,446	D	
Common Stock	11/29/2012		M		4,668	A	\$15.83	80,114	D	
Common Stock	11/29/2012		S		30,806	D	\$30.134 <sup>(1)</sup>	49,308	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option Right-to-Buy	\$22.5933	11/29/2012		M			13,500	11/04/2006 <sup>(2)</sup>	11/04/2014	Common Stock 13,500	\$22.5933	13,500	D	
Employee Stock Option Right-to-Buy	\$23.0933	11/29/2012		M			3,921	06/25/2006 <sup>(2)</sup>	06/25/2014	Common Stock 3,921	\$23.0933	12,579	D	
Employee Stock Option Right-to-Buy	\$19.12	11/29/2012		M			2,927	08/28/2009 <sup>(2)</sup>	08/28/2016	Common Stock 2,927	\$19.12	8,580	D	
Employee Stock Option Right-to-Buy	\$14.79	11/29/2012		M			5,790	08/27/2010 <sup>(2)</sup>	08/27/2017	Common Stock 5,790	\$14.79	12,631	D	
Employee Stock Option Right-to-Buy	\$15.83	11/29/2012		M			4,668	08/26/2011 <sup>(2)</sup>	08/26/2018	Common Stock 4,668	\$15.83	15,644	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.083 to \$30.203, 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.
- Options vest in installments on or after the date shown.

**Remarks:**

Bryan D. McCrory, Attorney- 11/30/2012

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.**