

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 | |
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|---|---|--|
| 1. Name and Address of Reporting Person * <u>DIENER TODD E</u> (Last) (First) (Middle) 6820 LBJ FREEWAY (Street) DALLAS TX 75240 (City) (State) (Zip) | 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 & Chili's President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2008 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 09/10/2008 | | M | | 60,000 | A | \$11.8889 | 148,844 | D | |
| Common Stock | 09/10/2008 | | S | | 7,300 | D | \$18.87 | 141,544 | D | |
| Common Stock | 09/10/2008 | | S | | 1,000 | D | \$18.88 | 140,544 | D | |
| Common Stock | 09/10/2008 | | S | | 9,300 | D | \$18.89 | 131,244 | D | |
| Common Stock | 09/10/2008 | | S | | 2,000 | D | \$18.9 | 129,244 | D | |
| Common Stock | 09/10/2008 | | S | | 400 | D | \$18.91 | 128,844 | D | |
| Common Stock | 09/10/2008 | | S | | 5,200 | D | \$18.92 | 123,644 | D | |
| Common Stock | 09/10/2008 | | S | | 1,300 | D | \$18.93 | 122,344 | D | |
| Common Stock | 09/10/2008 | | S | | 600 | D | \$18.94 | 121,744 | D | |
| Common Stock | 09/10/2008 | | S | | 500 | D | \$18.95 | 121,244 | D | |
| Common Stock | 09/10/2008 | | S | | 700 | D | \$18.96 | 120,544 | D | |
| Common Stock | 09/10/2008 | | S | | 1,400 | D | \$18.97 | 119,144 | D | |
| Common Stock | 09/10/2008 | | S | | 300 | D | \$18.98 | 118,844 | D | |
| Common Stock | 09/10/2008 | | S | | 4,500 | D | \$19.07 | 114,344 | D | |
| Common Stock | 09/10/2008 | | S | | 1,000 | D | \$19.08 | 113,344 | D | |
| Common Stock | 09/10/2008 | | S | | 6,400 | D | \$19.09 | 106,944 | D | |
| Common Stock | 09/10/2008 | | S | | 5,600 | D | \$19.1 | 101,344 | D | |
| Common Stock | 09/10/2008 | | S | | 1,400 | D | \$19.11 | 99,944 | D | |
| Common Stock | 09/10/2008 | | S | | 1,600 | D | \$19.12 | 98,344 | D | |
| Common Stock | 09/10/2008 | | S | | 800 | D | \$19.13 | 97,544 | D | |
| Common Stock | 09/10/2008 | | S | | 3,300 | D | \$19.14 | 94,244 | D | |
| Common Stock | 09/10/2008 | | S | | 1,400 | D | \$19.15 | 92,844 | D | |
| Common Stock | 09/10/2008 | | S | | 500 | D | \$19.16 | 92,344 | D | |
| Common Stock | 09/10/2008 | | S | | 3,500 | D | \$19.17 | 88,844 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

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|--|--|--------------------------------------|--|--|---|--------|--------|------------------|-----------------|--------------|----------------------------|--|--|---|--|
| | | | | Code | V | A) (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | (A) | (D) | | | | | | | | |
| Employee Stock Option Right-to-Buy | \$11.8889 | 09/10/2008 | | M | | | 60,000 | 01/21/2001 | 01/21/2009 | Common Stock | 60,000 | \$11.8889 | 28,179 | D | |

Explanation of Responses:

Remarks:

Bryan D. McCrory, Attorney-in-Fact for Todd E. Diener 09/12/2008

** Signature of Reporting Person 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.