UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended December 29, 2004

Commission File Number 1-10275

BRINKER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	75-1914582
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6820 LBJ FREEWAY, DALLAS, TEXAS 75240
(Address of principal executive offices)
(Zip Code)

(972) 980-9917
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes _X_ No _____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes _X_ No _____

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at February 2, 2005
Common Stock, $0.10 par value	88,257,120 shares

BRINKER INTERNATIONAL, INC.

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PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS

BRINKER INTERNATIONAL, INC.
Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	December 29, 2004 (Unaudited)	June 30, 2004
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 120,110	$ 226,762
Accounts receivable	56,580	37,934
Inventories	43,538	38,113
Prepaid expenses and other	76,733	74,764
Deferred income taxes	26,955	23,347
Total current assets	323,916	400,920
Property and Equipment, at cost:		
Land	279,524	283,777
Buildings and leasehold improvements	1,433,244	1,354,671
Furniture and equipment	704,539	666,415
Construction-in-progress	75,379	72,818
	2,492,686	2,377,681
Less accumulated depreciation and amortization	(888,289)	(810,835)
Net property and equipment	1,604,397	1,566,846
Other Assets:		
Goodwill	136,021	158,068
Other	68,845	81,552
Total other assets	204,866	239,620
Total assets	$2,133,179	$2,207,386
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current installments of long-term debt	$ 16,068	$ 18,099
Accounts payable	103,605	96,795
Accrued liabilities	269,168	227,225
Income taxes payable	2,082	37,043
Total current liabilities	390,923	379,162
Long-term debt, less current installments	617,394	639,291
Deferred income taxes	75,436	72,453
Other liabilities	123,705	106,058
Contingencies (Note 8)		
Shareholders' Equity:		
Common stock - 250,000,000 authorized shares; $0.10 par value; 117,499,541 shares issued and 87,017,208 shares outstanding at December 29, 2004, and 117,499,541 shares issued and 90,647,745 shares outstanding at June 30, 2004	11,750	11,750
Additional paid-in capital	353,465	357,444
Accumulated other comprehensive income	686	737
Retained earnings	1,316,959	1,261,647
	1,682,860	1,631,578
Less:		
Treasury stock, at cost (30,482,333 shares at December 29, 2004 and 26,851,796 shares at June 30, 2004)	(755,620)	(619,806)
Unearned compensation	(1,519)	(1,350)
Total shareholders' equity	925,721	1,010,422
Total liabilities and shareholders' equity	$2,133,179	$2,207,386

See accompanying notes to consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	December 29, 2004	December 24, 2003 (as restated)	December 29, 2004	December 24, 2003 (as restated)
Revenues	$ 950,793	$ 886,490	$ 1,861,271	$ 1,757,388
Operating Costs and Expenses:				
Cost of sales	270,114	245,217	523,203	485,119
Restaurant expenses	535,020	491,242	1,045,713	978,763
Depreciation and amortization	46,397	43,366	92,336	85,775
General and administrative	42,687	36,626	79,839	69,922
Restructure charges and other impairments	4,143	2,034	52,399	2,034
Total operating costs and expenses	898,361	818,485	1,793,490	1,621,613
Operating income	52,432	68,005	67,781	135,775
Interest expense	7,081	2,933	14,200	6,251
Other, net	1,093	1,127	1,535	870
Income before income tax (expense) benefit	44,258	63,945	52,046	128,654
Income tax (expense) benefit	(2,855)	(20,586)	3,266	(41,422)
Net income	$ 41,403	$ 43,359	$ 55,312	$ 87,232
Basic net income per share	$ 0.47	$ 0.45	$ 0.62	$ 0.90
Diluted net income per share	$ 0.44	$ 0.42	$ 0.59	$ 0.85
Basic weighted average shares outstanding	87,505	96,156	88,633	96,780
Diluted weighted average shares outstanding	96,471	105,531	97,599	106,335

See accompanying notes to consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Twenty-six Week Periods Ended	
	December 29, 2004	December 24, 2003 (as restated)
Cash Flows from Operating Activities:		
Net income	$ 55,312	$ 87,232
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	92,336	85,775
Restructure charges and other impairments	52,399	2,034
Gain on sale of assets	(4,305)	(2,454)
Amortization of deferred costs	3,651	4,936
Gain on extinguishment of debt	(1,750)	-
Deferred income taxes	(598)	1,448
Changes in assets and liabilities:		
Receivables	(18,647)	(11,571)
Inventories	(5,596)	87
Prepaid expenses and other	(158)	4,249
Other assets	(2,320)	(1,992)
Current income taxes	(34,961)	33,431
Accounts payable	6,810	(19,837)
Accrued liabilities	37,434	40,941
Other liabilities	14,886	13,618
Net cash provided by operating activities	194,493	237,897
Cash Flows from Investing Activities:		
Payments for property and equipment	(160,964)	(153,423)
Proceeds from sale of assets	25,332	7,704
Issuance of loan to affiliate	-	(2,200)
Net cash used in investing activities	(135,632)	(147,919)
Cash Flows from Financing Activities:		
Purchases of treasury stock	(162,893)	(90,412)
Payments on long-term debt	(24,413)	(1,411)
Proceeds from issuances of treasury stock	21,793	11,548
Net cash used in financing activities	(165,513)	(80,275)
Net change in cash and cash equivalents	(106,652)	9,703
Cash and cash equivalents at beginning of period	226,762	33,492
Cash and cash equivalents at end of period	$120,110	$ 43,195

See accompanying notes to consolidated financial statements.

BRINKER INTERNATIONAL, INC.
Notes to Consolidated Financial Statements
(Unaudited)

1. BASIS OF PRESENTATION

The consolidated financial statements of Brinker International, Inc. and its wholly-owned subsidiaries (collectively, the "Company") as of December 29, 2004 and June 30, 2004 and for the thirteen week and twenty-six week periods ended December 29, 2004 and December 24, 2003, have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company owns, operates, or franchises various restaurant concepts under the names of Chili's Grill & Bar ("Chili's"), Romano's Macaroni Grill ("Macaroni Grill"), Maggiano's Little Italy ("Maggiano's"), On The Border Mexican Grill & Cantina ("On The Border"), Corner Bakery Cafe ("Corner Bakery"), and Big Bowl Asian Kitchen ("Big Bowl"). In addition, the Company owns an approximate 43% interest in the legal entities owning and developing Rockfish Seafood Grill ("Rockfish").

The information furnished herein reflects all adjustments (consisting only of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly state the interim operating results for the respective periods. However, these operating results are not necessarily indicative of the results expected for the full fiscal year. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to SEC rules and regulations. The notes to the consolidated financial statements (unaudited) should be read in conjunction with the notes to the consolidated financial statements contained in the June 30, 2004 Form 10-K/A. Management believes that the disclosures are sufficient for interim financial reporting purposes.

Certain prior year amounts in the accompanying consolidated financial statements have been reclassified to conform with fiscal 2005 classifications. These reclassifications have no effect on the Company's net income or financial position as previously reported.

2. STOCK OPTION PLANS

The Company accounts for its stock based compensation under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations ("APB 25"), and has adopted the disclosure-only provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation." Under APB 25, no stock-based compensation cost is reflected in net income for grants of stock options to employees because the Company grants stock options with an exercise price equal to the market value of the stock on the date of grant. Had the Company used the fair value based accounting method for stock compensation expense prescribed by SFAS No. 123, the Company's net income and earnings per share would have been reduced to the pro-forma amounts illustrated as follows (in thousands, except per share amounts):

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	December 29, 2004	December 24, 2003 (as restated)	December 29, 2004	December 24, 2003 (as restated)
Net income - as reported	$ 41,403	$ 43,359	$ 55,312	$ 87,232
Add: Reported stock-based compensation expense, net of taxes	411	344	808	931
Deduct: Fair value based compensation expense, net of taxes	(5,105)	(4,921)	(9,831)	(9,512)
Net income - pro-forma	$ 36,709	$ 38,782	$ 46,289	$ 78,651
Earnings per share:				
Basic - as reported	$ 0.47	$ 0.45	$ 0.62	$ 0.90
Basic - pro-forma	$ 0.42	$ 0.40	$ 0.52	$ 0.81
Diluted - as reported	$ 0.44	$ 0.42	$ 0.59	$ 0.85
Diluted - pro-forma	$ 0.39	$ 0.38	$ 0.50	$ 0.76

3. NET INCOME PER SHARE

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. For the calculation of diluted net income per share, the basic weighted average number of shares is increased by the dilutive effect of stock options determined using the treasury stock method and convertible debt. The Company had approximately 2.6 million and 2.9 million stock options outstanding at December 29, 2004 and December 24, 2003, respectively, that were not included in the dilutive earnings per share calculation because the effect would have been antidilutive. The components of basic and diluted earnings per share are as follows:

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	December 29, 2004	December 24, 2003 (as restated)	December 29, 2004	December 24, 2003 (as restated)
Net income (a)	$ 41,403	$ 43,359	$ 55,312	$ 87,232
Adjustment for interest on convertible debt, net of tax	1,164	1,224	2,307	2,682
Net income, as adjusted (b)	$ 42,567	$ 44,583	$ 57,619	$ 89,914
Basic weighted average shares outstanding (c)	87,505	96,156	88,633	96,780
Dilutive effect of stock options	1,166	1,575	1,166	1,755
Dilutive effect of convertible debt	7,800	7,800	7,800	7,800
Diluted weighted average shares outstanding (d)	96,471	105,531	97,599	106,335
Basic earnings per share (a)/(c)	$ 0.47	$ 0.45	$ 0.62	$ 0.90
Diluted earnings per share (b)/(d)	$ 0.44	$ 0.42	$ 0.59	$ 0.85

4. RESTRUCTURE CHARGES AND OTHER IMPAIRMENTS

During the first quarter of fiscal 2005, the Company recorded a $31.2 million impairment charge resulting from the decision to sell nine Big Bowl restaurants and to close the remaining five restaurants. The decision to dispose of Big Bowl was the result of recent research and testing of the brand's competitive positioning. The impairment charge consists of goodwill totaling $21.6 million and buildings, furniture, and equipment totaling $9.6 million. The fair value of the long-lived assets was based on an offer price obtained in connection with the sale of the brand. The carrying values of the long-lived assets totaled approximately $6.0 million at December 29, 2004. During the second quarter of fiscal 2005, the Company recorded an additional charge associated with the disposition of Big Bowl totaling $4.8 million, consisting of existing lease obligations, severance costs, and the write-off of inventory and supplies. In addition, the Company made lease payments related to the closed stores totaling $113,000 during the second quarter of fiscal 2005, reducing the lease obligation associated with the disposition to $3.2 million at December 29, 2004.

During the first quarter of fiscal 2005, the Company recorded a $16.9 million charge to fully impair the investment and notes receivable associated with Rockfish as a result of recent declines in operating performance and lower forecasted earnings.

During the first and second quarter of fiscal 2005, the Company recorded a $1.4 million and $1.0 million charge, respectively, related to long-lived asset impairments associated with the closure of one Corner Bakery commissary and an existing lease obligation associated with a sub-lease.

In fiscal 2004, the Company recorded a $39.5 million impairment charge resulting from the decision to close thirty restaurants. The charge consisted primarily of buildings, furniture, and equipment totaling $31.2 million, lease obligation charges totaling $6.2 million, and the write-off of inventory and other supplies totaling $2.1 million. The fair value of the long-lived assets was based on estimates from third party real estate brokers who examined comparable property sales values in the respective markets in which the restaurants were located and offer prices received from third parties in connection with the sale of the restaurants. During the second quarter and year-to-date of fiscal 2005, the Company recorded a $1.7 million and $2.9 million gain, respectively, related to the thirty closed restaurants consisting of increases in the estimated sales value of previously impaired owned units and decreases in the estimated lease obligation. The carrying values of the remaining long-lived assets totaled approximately $4.6 million at December 29, 2004. In addition, during fiscal 2005 the Company made payments totaling $2.7 million primarily related to lease termination costs, reducing the lease obligation associated with the thirty closed restaurants to $2.4 million.

5. CONVERTIBLE DEBT

In October 2001, the Company issued $431.7 million of zero coupon convertible senior debentures (the "Debentures"), maturing on October 10, 2021, and received proceeds totaling approximately $250.0 million prior to debt issuance costs. The Debentures require no interest payments and were issued at a discount representing a yield to maturity of 2.75% per annum. The Debentures became redeemable at the Company's option on October 10, 2004. If redeemed by the Company, the holders of the Debentures may elect to receive payment in cash or common stock. The holders may require the Company to redeem the Debentures on October 10, 2005, 2011 or 2016, and in certain other circumstances. If the holders exercise their redemption rights, the Company may choose to pay in cash, common stock, or a combination of the two. In addition, each

$1,000 Debenture is convertible into 18.08 shares (7.8 million shares in total) of the Company's common stock if the stock's market price exceeds 120% of the accreted conversion price for at least 20 trading days during the first 30 trading days of each quarter, the Company exercises its option to redeem the Debentures, the credit rating of the Debentures is reduced below both Baa3 and BBB-, or upon the occurrence of certain specified corporate transactions.

On December 22, 2004, the Company exercised its right to redeem all of the Debentures. Holders had the option to convert the Debentures into shares of the Company's common stock or cash until the close of business on January 20, 2005. Holders chose to convert a total of $10.8 million of the accreted debenture value into 308,092 shares of common stock and the remaining accreted debenture value of $262.7 million was redeemed for cash on January 24, 2005.

6. SHAREHOLDERS' EQUITY

Pursuant to the Company's stock repurchase plan, the Company repurchased approximately 4.7 million shares of its common stock for $162.9 million during the first two quarters of fiscal 2005, of which 3.5 million shares were acquired under forward purchase contracts settled on October 21, 2004. As of December 29, 2004, approximately $132.4 million was available under the Company's share repurchase authorizations. The Company's stock repurchase plan is used to minimize the dilutive impact of the convertible debt and stock option exercises. The repurchased common stock is recorded in treasury stock in the accompanying consolidated balance sheets.

7. SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest and income taxes for the first two quarters of fiscal 2005 and 2004 is as follows (in thousands):

	December 29, 2004	December 24, 2003
Income taxes, net of refunds	$ 32,294	$ 1,974
Interest, net of amounts capitalized	11,652	6,537

Non-cash investing and financing activities for the first two quarters of fiscal 2005 and 2004 are as follows (in thousands):

	December 29, 2004	December 24, 2003
Retirement of fully depreciated assets	$ 8,690	$ 5,534
Net increase (decrease) in fair value of interest rate swaps	2,238	(9,856)
Restricted common stock issued, net of forfeitures	1,307	2,274
Issuance of notes for sale of Cozymel's	-	20,194

8. CONTINGENCIES

In January 1996, the Company entered into a Tip Reporting Alternative Commitment ("TRAC") agreement with the Internal Revenue Service (the "IRS"). The agreement required the Company, among other things, to implement tip reporting educational programs for its hourly restaurant employees and to establish tip reporting procedures, although employees remain ultimately responsible for accurately reporting their tips. The IRS alleged that the Company did not meet the requirements of the TRAC agreement and retroactively and unilaterally revoked it. As a result of the revocation, the IRS commenced an examination of the Company's 2000 through 2002 calendar years for payroll tax purposes. In December 2004, the Company paid an assessment of $17.3 million for employer-only FICA taxes on unreported cash tips for the examination period. The Company recorded the $17.3 million payment in restaurant expenses in the second quarter of fiscal 2005 and recorded a related income tax benefit of approximately $16.9 million, consisting primarily of federal income tax credits related to the additional FICA taxes paid. The Company continues to believe that it was in full compliance with the TRAC agreement and that the IRS' retroactive revocation was unjustified, particularly in light of compliance reviews conducted by the IRS prior to the revocation. Nevertheless, the Company agreed to the resolution to avoid potentially costly and protracted litigation.

The Company is engaged in various other legal proceedings and has certain unresolved claims pending. The ultimate liability, if any, for the aggregate amounts claimed cannot be determined at this time. However, management of the Company, based upon consultation with legal counsel, is of the opinion that there are no other matters pending or threatened which are expected to have a material adverse effect, individually or in the aggregate, on the Company's consolidated financial condition or results of operations.

9. RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

The Company has corrected its computation of straight-line rent expense and the related deferred rent liability. Historically, when accounting for leases with renewal options, rent expense has been recorded on a straight-line basis over the initial non-cancelable lease term. Buildings and leasehold improvements on those properties are depreciated over a period equal to the shorter of the term of the lease, including option periods provided for in the lease, or the useful life of the assets. The Company has determined that it should recognize rent expense on a straight-line basis over sufficient renewal periods to equal or exceed the depreciable life of the assets, including cancelable option periods where failure to exercise such options would result in an economic penalty.

As a result of the restatement, rent expense for the second quarter and year-to-date of fiscal 2004 increased by approximately $1.2 million and $2.4 million, respectively. Additionally, diluted net earnings per share decreased by approximately $0.01 for both the second quarter and year-to-date of fiscal 2004. The restatement does not have any impact on the Company's previously reported cash flows, sales or comparable store sales or compliance with any covenant under its credit facility or other debt instruments.

The impacts of the restatement on the consolidated statements of income for the second quarter and year-to-date of fiscal 2004 are summarized below:

CONSOLIDATED STATEMENT OF INCOME
SUMMARY OF RESTATEMENT IMPACTS
THIRTEEN WEEK PERIOD ENDED DEC 24, 2003
(In thousands, except per share amounts)
(Unaudited)

	AS REPORTED	ADJUSTMENTS	AS RESTATED
Revenues	$ 886,490	-	$ 886,490
Operating Costs and Expenses:			
Cost of sales	245,217	-	245,217
Restaurant expenses	490,030	1,212	491,242
Depreciation and amortization	43,366	-	43,366
General and administrative	36,626	-	36,626
Restructure charges and other impairments	2,034	-	2,034
Total operating costs and expenses	817,273	1,212	818,485
Operating income	69,217	(1,212)	68,005
Interest expense	2,933	-	2,933
Other, net	1,127	-	1,127
Income before provision for income taxes	65,157	(1,212)	63,945
Provision for income taxes	(21,046)	460	(20,586)
Net income	$ 44,111	(752)	$ 43,359
Basic net income per share	$ 0.46	(0.01)	$ 0.45
Diluted net income per share (a)	$ 0.43	(0.01)	$ 0.42
Basic weighted average shares outstanding	96,156		96,156
Diluted weighted average shares outstanding (a)	105,531		105,531

CONSOLIDATED STATEMENT OF INCOME
SUMMARY OF RESTATEMENT IMPACTS
TWENTY-SIX WEEK PERIOD ENDED DEC 24, 2003
(In thousands, except per share amounts)
(Unaudited)

	AS REPORTED	ADJUSTMENTS	AS RESTATED
Revenues	$ 1,757,388	-	$ 1,757,388
Operating Costs and Expenses:			
Cost of sales	485,119	-	485,119
Restaurant expenses	976,388	2,375	978,763
Depreciation and amortization	85,775	-	85,775
General and administrative	69,922	-	69,922
Restructure charges and other impairments	2,034	-	2,034
Total operating costs and expenses	1,619,238	2,375	1,621,613
Operating income	138,150	(2,375)	135,775
Interest expense	6,251	-	6,251
Other, net	870	-	870
Income before provision for income taxes	131,029	(2,375)	128,654
Provision for income taxes	(42,323)	901	(41,422)
Net income	$ 88,706	(1,474)	$ 87,232
Basic net income per share	$ 0.92	(0.02)	$ 0.90
Diluted net income per share (a)	$ 0.86	(0.01)	$ 0.85
Basic weighted average shares outstanding	96,780		96,780
Diluted weighted average shares outstanding (a)	106,335		106,335

(a) Diluted net income per share and diluted weighted average shares outstanding include the impact of EITF 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings Per Share," which requires the 7.8 million shares associated with the contingently convertible debt be included in diluted weighted average shares outstanding.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth selected operating data as a percentage of total revenues for the periods indicated. All information is derived from the accompanying consolidated statements of income.

	13 Week Periods Ended		26 Week Periods Ended	
	Dec. 29, 2004	Dec. 24, 2003 (as restated)	Dec. 29, 2004	Dec. 24, 2003 (as restated)
Revenues	100.0 %	100.0 %	100.0 %	100.0 %
Operating Costs and Expenses:				
Cost of sales	28.4 %	27.7 %	28.1 %	27.6 %
Restaurant expenses	56.3 %	55.4 %	56.2 %	55.7 %
Depreciation and amortization	4.9 %	4.9 %	5.0 %	4.9 %
General and administrative	4.5 %	4.1 %	4.3 %	4.0 %
Restructure charges and other impairments	0.4 %	0.2 %	2.8 %	0.1 %
Total operating costs and expenses	94.5 %	92.3 %	96.4 %	92.3 %
Operating income	5.5 %	7.7 %	3.6 %	7.7 %
Interest expense	0.7 %	0.3 %	0.7 %	0.4 %
Other, net	0.1 %	0.1 %	0.1 %	0.0 %
Income before tax (expense) benefit	4.7 %	7.3 %	2.8 %	7.3 %
Income tax (expense) benefit	(0.3 %)	(2.4 %)	0.2 %	(2.3 %)
Net income	4.4 %	4.9 %	3.0 %	5.0 %

The following table details the number of restaurant openings during the second quarter and year-to-date, total restaurants open at the end of the second quarter, and total projected openings in fiscal 2005.

	Second Quarter Openings		Year-to-Date Openings		Total Open at End Of Second Quarter		Projected Openings
	Fiscal 2005	Fiscal 2004	Fiscal 2005	Fiscal 2004	Fiscal 2005	Fiscal 2004	Fiscal 2005
Chili's:							
Company-owned	23	20	37	38	780	726	77-80
Franchised	4	8	11	13	243	218	25-30
Total	27	28	48	51	1,023	944	102-110
Macaroni Grill:							
Company-owned	3	7	8	11	214	204	15-18
Franchised	4	-	4	1	13	9	5-6
Total	7	7	12	12	227	213	20-24
Maggiano's	2	-	4	3	32	28	5
On The Border:							
Company-owned	1	-	2	-	113	114	8-10
Franchised	-	-	-	-	18	18	0-1
Total	1	-	2	-	131	132	8-11
Corner Bakery:							
Company-owned	-	1	1	2	83	87	8-10
Franchised	-	-	-	-	3	3	-
Total	-	1	1	2	86	90	8-10
Big Bowl	-	1	-	2	9	20	-
Rockfish Partnership	-	1	-	3	23	23	-
Grand Total	37	38	67	73	1,531	1,450	143-160

OVERVIEW

At December 29, 2004, the Company owned, operated, franchised, or was involved in the ownership of 1,531 restaurants. The Company intends to continue the expansion of its restaurant concepts by opening units in strategically desirable markets. The Company considers the restaurant site selection process critical to its long-term success and devotes significant effort to the investigation of new locations utilizing a variety of sophisticated analytical techniques. The Company intends to concentrate on the development of certain identified markets to achieve penetration levels deemed desirable in order to improve competitive position, marketing potential and profitability. Expansion efforts will be focused not only on major metropolitan areas, but also on smaller market areas and non-traditional locations (such as airports, kiosks and food courts) that can adequately support any of the Company's restaurant concepts. The specific rate at which the Company is able to open new restaurants is determined by its success in locating satisfactory sites, negotiating acceptable lease or purchase terms, securing appropriate local governmental permits and approvals, and by its capacity to supervise construction and recruit and train management personnel.

The restaurant industry is a highly competitive business, which is sensitive to changes in economic conditions, trends in lifestyles and fluctuating costs. Operating margins for restaurants are susceptible to fluctuations in prices of commodities, which include among other things, beef, chicken, seafood, dairy, cheese, produce and other necessities to operate a restaurant such as natural gas or other energy supplies. Additionally, the restaurant industry is characterized by a high initial capital investment, coupled with high labor costs.

Revenues for the third quarter of fiscal 2005 are estimated to increase by 6% to 8% compared to the same quarter in fiscal 2004, driven primarily by capacity gains of 5% to 6%. Cost of sales is estimated to be 0.2% to 0.3% higher than last year due to the impact of higher beef and chicken costs. Restaurant expenses are estimated to be 0.3% to 0.4% lower than last year as a result of potential refranchising gains. General and administrative expenses should be slightly lower due to lower performance based expenses compared to the same quarter in fiscal 2004. The effective tax rate during the third quarter is estimated to be 32.3%.

REVENUES

Revenues for the second quarter of fiscal 2005 increased to $950.8 million, 7.3% over the $886.5 million generated for the same quarter of fiscal 2004. Revenues for the twenty-six week period ended December 29, 2004 rose 5.9% to $1,861.3 million from the $1,757.4 million generated for the same period of fiscal 2004. The increases were primarily attributable to a net increase of 52 company-owned restaurants since December 24, 2003 and an increase in comparable store sales for the second quarter and year-to-date of fiscal 2005 compared to the same periods of fiscal 2004. The Company increased its capacity for the second quarter and year-to-date of fiscal 2005 by 3.2% and 3.4%, respectively, compared to the respective prior year periods. Comparable store sales increased 2.6% and 1.5% for the second quarter and year-to-date, respectively, from the same periods of fiscal 2004. Menu prices in the aggregate increased 2.4% for year-to-date fiscal 2005 as compared to fiscal 2004.

COSTS AND EXPENSES

Cost of sales, as a percent of revenues, increased 0.7% for the second quarter of fiscal 2005 as compared to the same period of fiscal 2004. The increase was due to a 1.1% increase in commodity prices for meat, seafood, poultry, and produce, and a 0.5% unfavorable product mix shift for meat and seafood, partially offset by a 0.9% increase in menu prices. Cost of sales, as a percent of revenues, increased 0.5% for year-to-date fiscal 2005 as compared to the same period of fiscal 2004. The increase was due to a 0.9% increase in commodity prices for meat, seafood, poultry, produce, dairy and cheese, and a 0.4% unfavorable product mix shift for meat and seafood, partially offset by a 0.8% increase in menu prices.

Restaurant expenses, as a percent of revenues, increased 0.9% and 0.5% for the second quarter and year-to-date fiscal 2005, respectively, as compared to the same periods of fiscal 2004. The increases were primarily due to the $17.3 million FICA tax assessment paid in resolution of the IRS dispute during the second quarter of fiscal 2005, a $2.4 million gain recorded during the second quarter of fiscal 2004 as a result of the sale of four Chili's to a franchise partner and the sale of one real estate property, and increases in labor costs and payroll taxes. These increases were partially offset by a $1.8 million gain related to the early extinguishment of certain mortgage loan obligations, and decreases in manager bonuses and advertising costs. Additionally, the increases in year-to-date fiscal 2005 were partially offset by a $3.8 million gain recorded during the first quarter of fiscal 2005 as a result of the sale of nine Chili's restaurants to a new franchise partner.

Depreciation and amortization increased $3.0 million and $6.6 million for the second quarter and year-to-date fiscal 2005, respectively, as compared to the same periods of fiscal 2004. The increases in depreciation expense were due to new unit construction and ongoing remodel costs, partially offset by a decrease in depreciation related to the disposition of stores and a declining depreciable asset base for older units.

General and administrative expenses increased $6.1 million and $9.9 million for the second quarter and year-to-date fiscal 2005, respectively, as compared to the same periods of fiscal 2004. The increases were primarily due to increased costs related to consumer research and an increase in payroll costs resulting from an increase in headcount and severance, partially offset by a decrease in performance based compensation.

Restructure charges and other impairments recorded during the second quarter of fiscal 2005 include an additional $4.8 million charge associated with the decision to dispose of Big Bowl, a $1.0 million charge for an existing lease obligation associated with a sub-lease, and a $1.7 million gain related to the thirty restaurants closed in fiscal 2004. Restructure charges and other impairments recorded year-to-date fiscal 2005 include the charges previously mentioned, a $31.2 million impairment charge associated with the decision to dispose of Big Bowl, a $16.9 million charge to fully impair the investment and notes receivable associated with Rockfish, a $1.4 million charge associated with the closure of one Corner Bakery commissary, and a $1.2 million gain related to the thirty restaurants closed in fiscal 2004. Restructure charges and other impairments recorded year-to-date fiscal 2004 consist of a $2.0 million loss resulting from the sale of Cozymel's during the second quarter of fiscal 2004.

Interest expense increased $4.1 million and $7.9 million for the second quarter and year-to-date fiscal 2005, respectively, as compared to the same periods of fiscal 2004. The increases were primarily due to interest expense related to the 5.75% notes issued in May 2004 (the "Notes"), partially offset by debt issuance costs related to the convertible debt being fully amortized in the second quarter of fiscal 2004 and a lower average outstanding balance on the senior notes.

Other, net remained flat for the second quarter of fiscal 2005 as compared to the same period of fiscal 2004. Increases in the Company's net savings plan obligations were offset by no longer being required to record losses related to Rockfish as a result of fully impairing the investment during the first quarter of fiscal 2005. Other, net increased $665,000 for year-to-date fiscal 2005 as compared to the same period of fiscal 2004. The increase was primarily due to increases in the Company's net savings plan obligations and the Company's share of losses in Rockfish, partially offset by an increase in interest income associated with the investment of proceeds received from the issuance of the Notes.

INCOME TAXES

The Company's effective income tax rate decreased to 6.5% from 32.2% for the second quarter of fiscal 2005 and to a benefit of 6.3% from an expense of 32.2% for year-to-date fiscal 2005 as compared to the same periods of fiscal 2004. The decrease during the second quarter was primarily due to the income tax benefit of approximately $16.9 million, consisting primarily of federal income tax credits related to the additional FICA taxes paid as a result of the IRS resolution. The year-to-date decrease in the tax rate was also attributable to the disposition of Big Bowl, which allowed the Company to take tax deductions for goodwill impairment charges totaling $48.6 million ($21.6 million recorded during the first quarter of fiscal 2005 and $27.0 million recorded in fiscal 2004.)

LIQUIDITY AND CAPITAL RESOURCES

Working capital decreased to a deficit of $67.0 million at December 29, 2004 from a working capital surplus of $21.8 million at June 30, 2004, primarily due to purchases of treasury stock during the first half of fiscal 2005. Net cash provided by operating activities decreased to $194.5 million for the first six months of fiscal 2005 from $237.9 million during the same period in fiscal 2004 due to the timing of operational receipts and payments. The Company believes that its various sources of capital, including availability under existing credit facilities, ability to raise additional financing, and cash flow from operating activities, are adequate to finance operations as well as the repayment of current debt obligations.

Capital expenditures consist of purchases of land for future restaurant sites, new restaurants under construction, purchases of new and replacement restaurant furniture and equipment, and ongoing remodeling programs. Capital expenditures were $161.0 million for the first six months of fiscal 2005 compared to $153.4 million for the same period of fiscal 2004. The Company estimates that its capital expenditures during the third quarter of fiscal 2005 will approximate $99.0 million. These capital expenditures will be funded entirely from operations and existing credit facilities.

In December 2004, the Company resolved a dispute with the IRS and paid an assessment of $17.3 million for employer-only FICA taxes. In connection with this payment, the Company also recorded an income tax benefit of approximately $16.9 million, consisting primarily of federal income tax credits related to the additional FICA taxes paid.

During the second quarter of fiscal 2005, the Company paid $23.9 million as a result of the early extinguishment of certain mortgage loan obligations.

In January 2005, the Company redeemed all of its convertible senior debentures. Debenture holders chose to convert a total of $10.8 million of the accreted debenture value into 308,092 shares of common stock. The Company redeemed the balance of $262.7 million of the accreted debenture value for cash. The Company funded the redemption with cash on hand and available lines of credit.

During the first quarter of fiscal 2005, the Company sold nine Chili's restaurants to a new franchise partner and received cash proceeds totaling $12.4 million.

In connection with the closing of thirty restaurants in fiscal 2004, the Company expects to generate cash of approximately $15.0 million during fiscal 2005, primarily related to the sale of real estate.

Pursuant to the Company's stock repurchase plan, the Company repurchased approximately 4.7 million shares of its common stock for $162.9 million during the first two quarters of fiscal 2005, of which 3.5 million shares were acquired under forward purchase contracts settled on October 21, 2004. As of December 29, 2004, approximately $132.4 million was available under the Company's share repurchase authorizations. The Company's stock repurchase plan is used to minimize the dilutive impact of the convertible debt and stock option exercises. The repurchased common stock is recorded in treasury stock in the accompanying consolidated balance sheets.

The Company is not aware of any other event or trend that would potentially affect its liquidity. In the event such a trend develops, the Company believes that there are sufficient funds available under its credit facilities and from its internal cash generating capabilities to adequately manage the expansion of its business.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123 (Revised 2004), "Share-Based Payment," ("SFAS 123R"), which amends SFAS No. 123 and SFAS No. 95. SFAS 123R requires all companies to measure compensation cost for all share-based payments, including employee stock options, at fair value, and will be effective for interim or annual periods beginning after June 15, 2005. The Company is currently evaluating the effect that this accounting change will have on its financial position and results of operations.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the quantitative and qualitative market risks of the Company since the prior reporting period.

Item 4. CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures [as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")], as of the end of the period covered by this report. Based upon the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective in timely making known to them material information relating to the Company required to be disclosed in the Company's reports filed or submitted under the Exchange Act.

There were no changes in the Company's internal control over financial reporting or in other factors that could significantly affect this control during the quarter ended December 29, 2004, that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

The Company wishes to caution readers that the following important factors, among others, could cause the actual results of the Company to differ materially from those indicated by forward-looking statements made in this report and from time to time in news releases, reports, proxy statements, registration statements and other written communications, as well as verbal forward-looking statements made from time to time by representatives of the Company. Such forward-looking statements involve risks and uncertainties that may cause the Company's or the restaurant industry's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors that might cause actual events or results to differ materially from those indicated by these forward-looking statements may include matters such as future economic performance, restaurant openings, operating margins, the availability of acceptable real estate locations for new restaurants, the sufficiency of the

Company's cash balances and cash generated from operating and financing activities for the Company's future liquidity and capital resource needs, and other matters, and are generally accompanied by words such as "believes," "anticipates," "estimates," "predicts," "expects" and similar expressions that convey the uncertainty of future events or outcomes. An expanded discussion of some of these risk factors follows.

Competition may adversely affect the Company's operations and financial results.

The restaurant business is highly competitive with respect to price, service, restaurant location, nutritional and dietary trends and food quality, and is often affected by changes in consumer tastes, economic conditions, population and traffic patterns. The Company competes within each market with locally-owned restaurants as well as national and regional restaurant chains, some of which operate more restaurants and have greater financial resources and longer operating histories than the Company. There is active competition for management personnel and for attractive commercial real estate sites suitable for restaurants. In addition, factors such as inflation, increased food, labor and benefits costs, and difficulty in attracting hourly employees may adversely affect the restaurant industry in general and the Company's restaurants in particular.

The Company's sales volumes generally decrease in winter months.

The Company's sales volumes fluctuate seasonally, and are generally higher in the summer months and lower in the winter months, which may cause seasonal fluctuations in the Company's operating results.

Changes in governmental regulation may adversely affect the Company's ability to open new restaurants and the Company's existing and future operations.

Each of the Company's restaurants is subject to licensing and regulation by alcoholic beverage control, health, sanitation, safety and fire agencies in the state, county and/or municipality in which the restaurant is located. The Company generally has not encountered any material difficulties or failures in obtaining the required licenses or approvals that could delay or prevent the opening of a new restaurant and although the Company does not, at this time, anticipate any occurring in the future, there can be no assurance that the Company will not experience material difficulties or failures that could delay the opening of restaurants in the future.

The Company is subject to federal and state environmental regulations, and although these have not had a material negative effect on the Company's operations, the Company cannot ensure that there will not be a material negative effect in the future. More stringent and varied requirements of local and state governmental bodies with respect to zoning, land use and environmental factors could delay or prevent development of new restaurants in particular locations.

The Company is subject to the Fair Labor Standards Act, which governs such matters as minimum wages, overtime and other working conditions, along with the Americans With Disabilities Act, various family leave mandates and a variety of other laws enacted, or rules and regulations promulgated, by federal, state and local governmental authorities that govern these and other employment matters. The Company expects increases in payroll expenses as a result of federal, state and local mandated increases in the minimum wage, and although such increases are not expected to be material, the Company cannot assure that there will not be material increases in the future. In addition, the Company's vendors may be affected by higher minimum wage standards, which may increase the price of goods and services supplied to the Company.

Inflation may increase the Company's operating expenses.

The Company has not experienced a significant overall impact from inflation. As operating expenses increase, the Company, to the extent permitted by competition, recovers increased costs by increasing menu prices, by reviewing, then implementing, alternative products or processes, or by implementing other cost-reduction procedures. There can be no assurance, however, that the Company will be able to continue to recover increases in operating expenses due to inflation in this manner.

Increased energy costs may adversely affect the Company's profitability.

The Company's success depends in part on its ability to absorb increases in utility costs. Various regions of the United States in which the Company operates multiple restaurants, particularly California, have experienced significant and temporary increases in utility prices. If these increases should recur, they will have an adverse effect on the Company's profitability.

Successful mergers, acquisitions, divestitures and other strategic transactions are important to the future growth and profitability of the Company.

The Company intends to evaluate potential mergers, acquisitions, joint venture investments, and divestitures as part of its strategic planning initiative. These transactions involve various inherent risks, including accurately assessing the value, future growth potential, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates; the Company's ability to achieve projected economic and operating synergies; unanticipated changes in business and economic conditions affecting an acquired business; and the ability of the Company to complete divestitures on acceptable terms and at or near the prices estimated as attainable by the Company.

If the Company is unable to meet its growth plan, the Company's profitability in the future may be adversely affected.

The Company's ability to meet its growth plan is dependent upon, among other things, its ability to identify available, suitable and economically viable locations for new restaurants, obtain all required governmental permits (including zoning approvals and liquor licenses) on a timely basis, hire all necessary contractors and subcontractors, and meet construction schedules. The costs related to restaurant and concept development include purchases and leases of land, buildings and equipment and facility and equipment maintenance, repair and replacement. The labor and materials costs involved vary geographically and are subject to general price increases. As a result, future capital expenditure costs of restaurant development may increase, reducing profitability. There can be no assurance that the Company will be able to expand its capacity in accordance with its growth objectives or that the new restaurants and concepts opened or acquired will be profitable.

Unfavorable publicity relating to one or more of the Company's restaurants in a particular brand may taint public perception of the brand.

Multi-unit restaurant businesses can be adversely affected by publicity resulting from poor food quality, illness or other health concerns or operating issues stemming from one or a limited number of restaurants. In particular, since the Company depends heavily on the "Chili's" brand for a majority of its revenues, unfavorable publicity relating to one or more Chili's restaurants could have a material adverse effect on the Chili's brand, and consequently on the Company's business, financial condition, and results of operations.

Other risk factors may adversely affect the Company's financial performance.

Other risk factors that could cause the Company's actual results to differ materially from those indicated in the forward-looking statements include, without limitation, changes in economic conditions, consumer perceptions of food safety, changes in consumer tastes, governmental monetary policies, changes in demographic trends, availability of employees, terrorist acts, and weather and other acts of God.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Information regarding legal proceedings is incorporated by reference from Note 8 to the Company's consolidated financial statements set forth in Part I of this report.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Shares repurchased during the second quarter of fiscal 2005 are as follows (in thousands, except share and per share amounts):

	Total Number of Shares Purchased (a)	Average Price Paid per Share	Maximum Dollar Value that May Yet be Purchased Under the Program
September 30, 2004 through November 3, 2004	3,514,612	$34.31	$132,430
November 4, 2004 through December 1, 2004	-	-	$132,430
December 2, 2004 through December 29, 2004	-	-	$132,430
	3,514,612	$34.31	

(b) All of the shares purchased during the second quarter of fiscal 2005 were acquired under forward purchase contracts settled in October 2004 as part of the publicly announced program described in Part I of this report.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Proxy Statement dated September 13, 2004 for the Annual Meeting of Shareholders held on November 4, 2004, as filed with the Securities and Exchange Commission on September 13, 2004, is incorporated herein by reference.

(a) The Annual Meeting of Shareholders of the Company was held on November 4, 2004.

(b) Each of the management's nominees, as described in the Proxy Statement referenced above, was elected a director to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified.

	Votes For	Votes Against or Withheld
Douglas H. Brooks	79,807,328	979,087
Dan W. Cook, III	77,885,522	2,900,893
Robert M. Gates	79,012,804	1,773,611
Marvin J. Girouard	77,897,525	2,888,890
Ronald Kirk	79,458,293	1,328,122
George R. Mrkonic	77,896,807	2,889,608
Erle Nye	79,452,807	1,333,608
James E. Oesterreicher	77,862,011	2,924,404
Cece Smith	78,233,654	2,552,761

(c) The following matter was also voted upon at the meeting and approved by the shareholders:

(i) proposal to ratify the appointment of KPMG LLP as Independent Auditors for Fiscal 2005

Votes For	80,701,023
Votes Against	62,548
Votes Abstained	22,843

(d) The following matter was also voted upon at the meeting and rejected by the shareholders:

(i) proposal regarding smoke-free policy for all Company-owned restaurants

Votes For	6,713,485
Votes Against	61,808,113
Votes Abstained	3,995,561

Item 6. EXHIBITS

31(a) Certification by Douglas H. Brooks, Chairman of the Board, President and Chief Executive Officer of the Registrant, pursuant to 17 CFR 240.13a - 14(a) or 17 CFR 240.15d - 14(a).

31(b) Certification by Charles M. Sonsteby, Executive Vice President and Chief Financial Officer of the Registrant, pursuant to 17 CFR 240.13a - 14(a) or 17 CFR 240.15d - 14(a).

32(a) Certification by Douglas H. Brooks, Chairman of the Board, President and Chief Executive Officer of the Registrant, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32(b) Certification by Charles M. Sonsteby, Executive Vice President and Chief Financial Officer of the Registrant, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	BRINKER INTERNATIONAL, INC.
Date: February 7, 2005	By: /s/ Douglas H. Brooks
	Douglas H. Brooks, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
Date: February 7, 2005	By: /s/ Charles M. Sonsteby
	Charles M. Sonsteby, Executive Vice President and Chief Financial Officer (Principal Financial Officer)

EXHIBIT 31(a)

CERTIFICATION

I, Douglas H. Brooks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brinker International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2005

/s/ Douglas H. Brooks
Douglas H. Brooks,
Chairman of the Board,
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31(b)

I, Charles M. Sonsteby, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brinker International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2005

/s/ Charles M. Sonsteby
Charles M. Sonsteby,
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32(a)

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Brinker International, Inc. (the "Company"), hereby certifies that the Company's Quarterly Report on Form 10-Q for the quarter ended December 29, 2004 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 7, 2005

By: /s/ Douglas H. Brooks
Douglas H. Brooks
Chairman of the Board,
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32(b)

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Brinker International, Inc. (the "Company"), hereby certifies that the Company's Quarterly Report on Form 10-Q for the quarter ended December 29, 2004 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 7, 2005

By: /s/ Charles M. Sonsteby
Charles M. Sonsteby
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)