

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Valade Kelli</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>COO Chili's Grill & Bar</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>6820 LBJ FREEWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>DALLAS</u>	<u>TX</u>	<u>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	11/01/2012		M		218	A	\$20.4533	13,614	D	
Common Stock	11/01/2012		M		7,501	A	\$21.667	21,115	D	
Common Stock	11/01/2012		M		5,251	A	\$25.78	26,366	D	
Common Stock	11/01/2012		S		12,970	D	\$30.88	13,396	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						Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$20.4533	11/01/2012		M		218		11/14/2004 ⁽¹⁾	11/14/2012	Common Stock	218	\$20.4533	0 ⁽²⁾	D	
Employee Stock Option Right-to-Buy	\$21.6667	11/01/2012		M		7,501		11/13/2005 ⁽¹⁾	11/13/2013	Common Stock	7,501	\$21.667	0	D	
Employee Stock Option Right-to-Buy	\$25.78	11/01/2012		M		5,251		10/20/2006 ⁽¹⁾	10/20/2013	Common Stock	5,251	\$25.78	0	D	

Explanation of Responses:

- 1. Options vest in installments on or after the date shown.
- 2. 217 options of the stated amount were inadvertently omitted from the previously reported totals for this stock option grant.

Remarks:

Bryan D. McCrory, Attorney-in-Fact for Kelli Valade 11/02/2012

** 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.