

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* BROOKS DOUGLAS H _____ (Last) (First) (Middle) 6820 LBJ FREEWAY _____ (Street) DALLAS TX 75240 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol BRINKER INTERNATIONAL INC [EAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) COB, President & CEO		
			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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	08/10/2012		M		99,040	A	\$20.453	401,801	D	
Common Stock	08/10/2012		M		125,854	A	\$21.667	527,655	D	
Common Stock	08/10/2012		S		215,358	D	\$33.6748 ⁽¹⁾	312,297	D	
Common Stock	08/12/2012		A		25,200	A	\$0.00	337,497	D	
Common Stock	08/13/2012		M		88,460	A	\$20.4533	425,957	D	
Common Stock	08/13/2012		M		61,647	A	\$21.6667	487,604	D	
Common Stock	08/13/2012		S		150,107	D	\$33.5072 ⁽²⁾	337,497	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	Title	Amount or Number of Shares				
Employee Stock Option Right-to-Buy	\$21.6667	08/10/2012		M		125,854		11/13/2005 ⁽³⁾	11/13/2013	Common Stock	125,854	\$21.667	61,647	D	
Employee Stock Option Right-to-Buy	\$21.6667	08/13/2012		M		61,647		11/13/2005 ⁽³⁾	11/13/2013	Common Stock	61,647	\$21.6667	0	D	
Employee Stock Option Right-to-Buy	\$20.4533	08/10/2012		M		99,040		11/14/2004 ⁽³⁾	11/14/2012	Common Stock	99,040	\$20.453	88,460	D	
Employee Stock Option Right-to-Buy	\$20.4533	08/13/2012		M		88,460		11/14/2004 ⁽³⁾	11/14/2012	Common Stock	88,460	\$20.4533	0	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 \$33.500 to \$34.320, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.500 to \$33.666, 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-in-Fact for Douglas H. Brooks 08/14/2012

** Signature of Reporting Person Date

* 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.

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