

SONSTEBY CHARLES M

Form 4

March 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SONSTEBY CHARLES M

2. Issuer Name and Ticker or Trading
Symbol

BRINKER INTERNATIONAL INC
[EAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

6820 LBJ FREEWAY

(Street)

DALLAS, TX 75240

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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	03/20/2006		M		14,237	A	\$ 26.9583
Common Stock	03/20/2006		M		3,400	A	\$ 27.9
Common Stock	03/20/2006		S		17,637	D	\$ 42.7215
Common Stock	03/21/2006		M		7,600	A	\$ 27.9
Common Stock	03/21/2006		S		7,600	D	\$ 42.7

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Conversion or Exercise Ratio of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option Right-to-Buy	\$ 26.9583	03/20/2006		M	14,237	11/08/2002 ⁽¹⁾	11/08/2010	Common Stock	1
Employee Stock Option Right-to-Buy	\$ 27.9	03/20/2006		M	3,400	11/15/2003 ⁽¹⁾	11/15/2011	Common Stock	3
Employee Stock Option Right-to-Buy	\$ 27.9	03/21/2006		M	7,600	11/15/2003 ⁽¹⁾	11/15/2011	Common Stock	7

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SONSTEBY CHARLES M 6820 LBJ FREEWAY DALLAS, TX 75240			EVP & CFO	

Bryan D. McCrory, Attorney-in-Fact for Charles M. Sonstebly

03/21/2006

**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).

(1) Options vest in installments on or after the date shown

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.