CHUY'S HOLDINGS, INC.

Form 4 June 28, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Hislop Steven J.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CHUY'S HOLDINGS, INC. [CHUY]	(Check all applicable)		
(Last) 1623 TOOME	(First) Y ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2016	_X_ Director 10% Owner Step Other (give title below) below) President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
AUSTIN, TX		(7: \)		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3, 4	ed of	` '	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)
Common Stock	06/28/2016		M(1)	12,593	A	\$ 2.76	121,500	D	
Common Stock	06/28/2016		S <u>(1)</u>	6,295	D	\$ 34.0361 (2)	115,205	D	

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	ionDerivative Securities		erivative Expiration Date (Month/Day/Year) equired (A) Disposed of) sstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8] (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 2.76	06/28/2016		M(1)	1	12,593	(3)	07/09/2017	Common Stock	12,593	

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
Hislop Steven J. 1623 TOOMEY ROAD AUSTIN, TX 78704	X		President & CEO				

Signatures

/s/ Sharon Russell, attorney-in-fact 06/28/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * 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) These shares were exercised and sold pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple trades at prices ranging from \$34.00 to \$34.18, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, Chuy's Holding. Inc., or any security holders of Chuy's Holdings. Inc., full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) These options were granted on July 9, 2007 and vested 20% on each of the first five anniversaries of the grant date. These stock options became fully vested on July 9, 2012.

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.

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