OUTBACK STEAKHOUSE INC

Form 4 May 03, 2005

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **SCHNEID NANCY** Issuer Symbol **OUTBACK STEAKHOUSE INC** (Check all applicable) [OSI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year)

C/O OUTBACK STEAKHOUSE. INC., 2202 N. WEST SHORE BLVD., 5TH FLOOR

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

05/03/2005

6. Individual or Joint/Group Filing(Check

Ex. VP/Chief Brand Officer

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

below)

TAMPA, FL 33607

(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. 4. Securities Transaction(A) or Dispo Code (Instr. 3, 4 ar (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)				
Common Stock, par value \$.01	05/03/2005		M	15,000	A	\$ 15	25,526	D			
Common Stock, par value \$.01	05/03/2005		S	300	D	\$ 41.01	25,226	D			
Common Stock, par value \$.01	05/03/2005		S	4,700	D	\$ 41	20,526	D			

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Common

Stock, par 05/03/2005 S 10,000 D \$40.8 10,526 D

value \$.01

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

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SEC 1474 (9-02)

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. Transa Code (Instr.	5. Number of ctiorDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		vative rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15	05/03/2005		M			15,000	<u>(1)</u>	07/23/2007	Common Stock	15,000
Stock Option (right to buy)	\$ 24.875							(2)	01/27/2009	Common Stock	75,000
Stock Option (right to buy)	\$ 24.94							<u>(3)</u>	02/02/2010	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHNEID NANCY C/O OUTBACK STEAKHOUSE, INC. 2202 N. WEST SHORE BLVD., 5TH FLOOR TAMPA, FL 33607

Ex. VP/Chief Brand Officer

Reporting Owners 2

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Signatures

/s/ Joseph J. Kadow, Attorney-in-Fact

05/03/2005

**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) Currently exercisable.
- (2) Currently exercisable. The option vests in three annual installments beginning on 01/27/2002 in the respective amounts of 15,000 shares, 15,000 shares and 45,000 shares.
- (3) The option vests in three annual installments beginning on 01/01/2003 in the respective amounts of 20,000 shares, 20,000 shares and 60,000 shares.

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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