

OSI RESTAURANT PARTNERS, INC.
 Form 4
 October 24, 2006

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FIELDS DEBBI

2. Issuer Name and Ticker or Trading Symbol
 OSI RESTAURANT PARTNERS, INC. [OSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/24/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OSI RESTAURANT PARTNERS, INC., 2202 N. WEST SHORE BLVD., 5TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. 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 Ownership (Instr. 4)
Common Stock, par value \$.01				(A) or (D)	625	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)

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 Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secur (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ("PSU")	(1)	10/24/2006		A	509.57	(2)	(2)	Common Stock	509.57

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELDS DEBBI C/O OSI RESTAURANT PARTNERS, INC. 2202 N. WEST SHORE BLVD., 5TH FLOOR TAMPA, FL 33607	X			

Signatures

/s/ Joseph J. Kadow, Attorney-in-Fact
10/24/2006
**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) The security converts to common stock on a one-to-one basis.
- (2) The PSU were accrued under the Company's Deferred Compensation and Stock Plan ("Plan") and are settled 100% in the Company's common stock upon cessation as a director.
- (3) Not applicable.
- (4) Derivative securities beneficially owned at end of the reported transaction include: (i) 448.97 PSU accrued in 1997 at prices ranging from \$15.840 to \$17.669; (ii) 439.26 PSU accrued in 1998 at prices ranging from \$18.070 to \$24.697; (iii) 672.73 PSU accrued in 1999 at prices ranging from \$25.33 to \$36.68; (iv) 756.99 PSU acquired in 2000 at prices ranging from \$23.603 to \$29.821; (v) 688.46 PSU acquired in 2001 at prices ranging from \$24.85 to \$27.98; (vi) 646.71 PSU acquired in 2002 at prices ranging from \$28.00 to \$37.38; (vii) 622.2 PSU acquired in 2003 at prices ranging from \$33.82 to \$38.64; (viii) 1330.36 PSU acquired in 2004 at prices ranging from \$40.38 to \$48.36; (ix) 1,682.31 PSU acquired in 2005 at prices ranging from \$39.71 to \$46.05; and (x) 1314.95 PSU accrued in 2006 at prices ranging from \$32.38 to \$43.15, all such PSU are to be settled 100% in the Company's common stock upon cessation as a director of the Company.

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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