

Ruths Hospitality Group, Inc.
Form 4
March 12, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Toomy Kevin W

(Last) (First) (Middle)

C/O RUTH'S HOSPITALITY
GROUP, INC., 1030 W. CANTON
AVENUE, STE. 100

(Street)

WINTER PARK, FL 32789

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Ruths Hospitality Group, Inc.
[RUTH]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

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	03/10/2015		S		27,500	D	\$ 15.12 ⁽¹⁾	79,080	D	
Common Stock	03/11/2015		M		15,000	A	\$ 2.32	94,080	D	
Common Stock	03/11/2015		M		20,000	A	\$ 4.71	114,080	D	
Common Stock	03/11/2015		F		475	D	\$ 15.09	113,605	D	

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(2)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 2.32	03/11/2015		M		15,000		<u>(3)</u>	10/30/2018	Common Stock	15,000
Employee stock option (right to buy)	\$ 4.71	03/11/2015		M		20,000		<u>(4)</u>	09/08/2018	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toomy Kevin W C/O RUTH'S HOSPITALITY GROUP, INC. 1030 W. CANTON AVENUE, STE. 100 WINTER PARK, FL 32789				See Remarks

Signatures

/s/ James S. Rowe, under Power of Attorney
03/12/2015

**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.04 to \$15.29 inclusive. The reporting person undertakes to provide to Ruth's Hospitality Group, Inc., any security holder of Ruth's Hospitality Group, Inc., 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 this footnote (1) to this Form 4.
- (1) The reported disposition represents the withholding of shares to cover tax obligations arising from the vesting of restricted stock.
 - (2) The option, representing a right to purchase a total of 100,000 shares, became exercisable in five equal annual installments beginning on October 30, 2009, which was the first anniversary of the date on which the option was granted.
 - (3) The option became exercisable in five equal annual installments beginning on September 8, 2009, which was the first anniversary of the date on which the option was granted.

Remarks:

P & COO - Ruth's Chris Steak Hse

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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