

Ruths Hospitality Group, Inc.
Form 4
March 18, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
03/11/2014

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)
 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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Restricted Stock Grant	03/11/2014		A	8,618	A	\$ 0 ⁽¹⁾	148,336	D
Restricted Stock Grant	03/11/2014		A	4,356	A	\$ 0 ⁽²⁾	152,692	D
Common Stock	03/14/2014		F	234 ⁽³⁾	D	\$ 12.39	152,458	D
Common Stock	03/14/2014		S	10,000	D	\$	142,458	D

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Consists of shares of restricted stock granted pursuant to the company's 2005 Long-Term Equity Incentive Plan, which vest pro rata on an annual basis over the three-year period following March 11, 2014, the date of the grant.

- (3) The reported disposition represents the withholding of shares to cover tax obligations arising from the vesting of restricted stock.
- (4) The reported disposition represents the sale of shares to cover tax obligations arising from the vesting of restricted stock.

- The price reported in Column 4 is the weighted average trading price of the shares sold. These shares were sold in multiple transactions at prices ranging from \$12.21 to \$12.37 per share, inclusive. Upon request, the reporting person will provide to the staff of the Securities and Exchange Commission, the issuer or a securityholder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5)

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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