Ruths Hospitality Group, Inc.

Form 4

March 18, 2014

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Ad BEAUDRAU	2. Issuer Name and Ticker or Trading Symbol Ruths Hospitality Group, Inc. [RUTH]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GROUP, IN	(Last) (First) (Middle) C/O RUTH'S HOSPITALITY GROUP, INC., 1030 W. CANTON AVENUE, STE. 100				Tra	nsaction			Director 10% Owner X Officer (give title Other (specify below) below) Pres & COO-Mitchell's Fish Mkt			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)					
WINTER PA								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow									ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		(A) or				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Restricted Stock Grant	03/11/2014			A		7,181	A	\$ 0 (1)	66,537	D		
Restricted Stock Grant	03/11/2014			A		1,661	A	\$ 0 (2)	68,198	D		
Common	03/14/2014			F		222 (3)	D	\$ 12.39	67,976	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

12.39

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber Expiration Date		ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEAUDRAULT PETER JOSEPH C/O RUTH'S HOSPITALITY GROUP, INC. 1030 W. CANTON AVENUE, STE. 100 WINTER PARK, FL 32789

Pres & COO-Mitchell's Fish Mkt

Signatures

/s/ James S. Rowe, under Power of Attorney

03/18/2014

Date

**Signature of Reporting Person

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).
- Consists of shares of restricted stock granted pursuant to the company's 2005 Long-Term Equity Incentive Plan after the company's
- (1) compensation committee determined that certain performance goals for 2013 had been met. The shares will vest on March 11, 2016, the second anniversary of the date of the grant.
- (2) 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.

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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