

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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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 *
 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
 ___X___ 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)	(A) or (D)	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	Price		
Restricted Stock Grant	03/11/2014		A		8,618	\$ 0 ⁽¹⁾	D	
Restricted Stock Grant	03/11/2014		A		4,356	\$ 0 ⁽²⁾	D	
Common Stock	03/14/2014		F		234 ⁽³⁾	\$ 12.39	D	
Common Stock	03/14/2014		S		10,000	\$	D	

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Stock (4) 12.2668
(5)

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

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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 03/18/2014

**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) Consists of shares of restricted stock granted pursuant to the company's 2005 Long-Term Equity Incentive Plan after the company's 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)

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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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