

Ruths Hospitality Group, Inc.  
 Form 3/A  
 February 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>Â OSTERBERG MARK W</b></p> <p>(Last) (First) (Middle)</p> <p><b>C/O RUTH'S HOSPITALITY GROUP, INC., Â 1030 W. CANTON AVENUE, STE. 100</b></p> <p>(Street)</p> <p><b>WINTER PARK, Â FL Â 32789</b></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p><b>01/26/2012</b></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><b>Ruths Hospitality Group, Inc. [RUTH]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  See remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p><b>01/31/2012</b></p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,000 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

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

## Signatures

/s/ James S. Rowe, under Power of Attorney	02/01/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).  
Represents shares of restricted stock granted pursuant to the company's 2005 Long-Term Equity Incentive Plan, all of which will cliff vest on November 18, 2014, the three-year anniversary of the grant. The vesting date was listed incorrectly as November 18, 2011 on the original Form 3 filed on January 31, 2012.

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**Remarks:**  
 VPÂ andÂ ChiefÂ AccountingÂ Officer

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.