

Ruths Hospitality Group, Inc.
 Form 4
 May 11, 2017

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 *
 Hudson Bannus

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2017

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WINTER PARK, FL 32789

(City) (State) (Zip)

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	05/10/2017		M		3,000	A		\$ 17.17
Common Stock	05/10/2017		F		2,457	D		\$ 21.0506
					(1)			(2)

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

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number.

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.17	05/10/2017		M	3,000	⁽³⁾ 08/09/2017	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hudson Bannus
C/O RUTH'S HOSPITALITY GROUP, INC.
1030 W. CANTON AVE, STE. 100
WINTER PARK, FL 32789

X

Signatures

Alice G. Givens, under Power of Attorney

05/11/2017

__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) The reported disposition represents the withholding of shares to cover exercise and tax obligations arising from the exercise of the stock option.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.075 to \$21.05, inclusive. The reporting person further undertakes to provide upon request by the Commission staff, Ruth's Hospitality Group, Inc., or a security holder of Ruth's Hospitality Group, Inc., full information regarding the number of shares sold at each separate price.

(3) The option, representing a right to purchase a total of 3,000 shares, became exercisable in five equal annual installments beginning on August 9, 2008, which was the first anniversary of the date on which the option was granted.

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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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