

RICKS CABARET INTERNATIONAL INC

Form 4

May 19, 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 *
Marshall Phillip Kent

2. Issuer Name and Ticker or Trading Symbol
RICKS CABARET INTERNATIONAL INC [RICK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10959 CUTTEN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2014

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

HOUSTON, TX US 77066

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

(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	(D)	Price			
Common Stock	05/15/2014		M		17,776	A	\$ 8.35	28,906	D	
Common Stock	05/15/2014		S		3,100	D	\$ 10.92	25,806	D	
Common Stock	05/16/2014		S		5,450	D	\$ 10.92	20,356	D	
Common Stock	05/16/2014		S		400	D	\$ 10.95	19,956	D	
Common Stock	05/16/2014		S		100	D	\$ 10.93	19,856	D	

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Common Stock	05/16/2014	S	48	D	\$ 10.96	19,808	D
Common Stock	05/19/2014	S	2,776	D	\$ 10.75	17,032	D
Common Stock	05/19/2014	S	5,902	D	\$ 10.7573	11,130	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 8.35	05/15/2014		M	17,776	07/02/2013 07/02/2014	Common Stock	17,776	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Phillip Kent 10959 CUTTEN ROAD HOUSTON, TX US 77066			CFO	

Signatures

/s/ Phillip Marshall 05/19/2014

**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) Exercise of stock options.

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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