

MEXICAN RESTAURANTS INC
 Form 3/A
 October 14, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person * Â Porry Loic M (Last) (First) (Middle) 1135 EDGEBROOK (Street) HOUSTON,Â TXÂ 77034 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/28/2008	3. Issuer Name and Ticker or Trading Symbol MEXICAN RESTAURANTS INC [CASA]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer ___ Other (give title below) (specify below) Chief Operating Officer	5. If Amendment, Date Original Filed(Month/Day/Year) 12/15/2006	6. Individual or Joint/Group Filing(Check Applicable Line) <u>X</u> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
---	--	--	---	--	---

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)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	--	---	--	--	--

Performance Unit Award \hat{A} (1) 05/28/2013(1) Common Stock 35,000 \$ (1) D \hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porry Loic M 1135 EDGEBROOK HOUSTON, TX 77034	\hat{A}	\hat{A}	\hat{A} Chief Operating Officer	\hat{A}

Signatures

/s/ Loic M. Porry 10/14/2008

 **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).

At a meeting of the Company's board of directors held on May 28, 2008, the board determined that it would amend Mr. Porry's long-term incentive performance unit award granted in November 2005 to change the expiration date of the award from August 16, 2010 to May 28, 2013. Because the value of the long-term incentive performance units is not based solely on the value of the underlying security, they (1) may not be a derivative security. However, in the interest of full disclosure, Mr. Porry has included the units on his Section 16 reports. The units will be earned if the Company's common stock trades at or above \$20.00 per share and the Company has a change of control at that price or higher prior to the expiration date, and result in a cash payment to the reporting person of an amount equal to the product of the vested units and the price of the Company's common stock on the last business day preceding the change of control transaction.

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.