

MEXICAN RESTAURANTS INC
 Form 3/A
 October 14, 2008

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)

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

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

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.