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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-06537

Invesco Trust for Investment Grade New York Municipals
(Exact name of registrant as specified in charter)

1555 Peachtree Street, N.E., Suite 1800 Atlanta, Georgia 30309
(Address of principal executive offices) (Zip code)

Sheri Morris 1555 Peachtree Street, N.E., Suite 1800 Atlanta, Georgia 30309
(Name and address of agent for service)

Registrant s telephone number, including area code: (713) 626-1919

Date of fiscal year end: 2/28

Date of reporting period: 5/31/17

Item 1. Schedule of Investments.

**Invesco Trust for Investment Grade**

**New York Municipals**

Quarterly Schedule of Portfolio Holdings

May 31, 2017

invesco.com/us VK-CE-IGNYM-QTR-1 05/17 Invesco Advisers, Inc.

**Schedule of Investments**

*May 31, 2017*

*(Unaudited)*

| | Interest Rate | Maturity Date | Principal Amount (000) | Value |
|---|---|---|---|---|
| **Municipal Obligations 169.28%[(a)]** | | | | |
| **New York 162.84%** | | | | |
| Albany (City of) Industrial Development Agency (St. Peter s Hospital); Series 2008 D, Civic Facility RB [(b)(c)] | 5.75% | 11/15/2017 | $ 1,000 | $ 1,022,480 |
| Albany (County of) Airport Authority; Series 2010 A, Ref. RB (INS-AGM) [(d)] | 5.00% | 12/15/2025 | 500 | 553,435 |
| Albany Capital Resource Corp. (St. Peter s Hospital); Series 2011, RB [(b)(c)] | 6.25% | 11/15/2020 | 2,360 | 2,774,510 |
| Battery Park City Authority; Series 2009 B, Sr. RB | 5.00% | 11/01/2034 | 3,700 | 4,041,732 |
| Brookhaven Local Development Corp. (Jefferson s Ferry); Series 2016, Ref. RB | 5.25% | 11/01/2036 | 1,010 | 1,133,493 |
| Brooklyn Arena Local Development Corp. (Barclays Center); | | | | |
| Series 2009, PILOT CAB RB [(e)] | 0.00% | 07/15/2034 | 8,315 | 4,216,869 |
| Series 2009, PILOT RB [(b)(c)] | 6.25% | 01/15/2020 | 1,565 | 1,776,995 |
| Series 2009, PILOT RB [(b)(c)] | 6.38% | 01/15/2020 | 1,025 | 1,167,157 |
| Series 2016 A, PILOT Ref. RB [(f)] | 5.00% | 07/15/2042 | 10,055 | 11,339,124 |
| Buffalo & Erie County Industrial Land Development Corp. (Orchard Park); Series 2015, Ref. RB | 5.00% | 11/15/2037 | 2,465 | 2,651,305 |
| Build NYC Resource Corp. (Bronx Charter School for Excellence); Series 2013 A, RB | 5.50% | 04/01/2043 | 1,260 | 1,320,808 |
| Build NYC Resource Corp. (Pratt Paper Inc.); Series 2014, Ref. Solid Waste Disposal RB [(g)(h)] | 5.00% | 01/01/2035 | 2,700 | 2,915,352 |
| Build NYC Resource Corp. (YMCA of Greater New York); | | | | |
| Series 2012, RB | 5.00% | 08/01/2032 | 650 | 720,961 |
| Series 2012, RB | 5.00% | 08/01/2042 | 2,250 | 2,471,715 |
| Build NYC Resource Corp.; Series 2015, RB | 5.00% | 07/01/2045 | 2,840 | 3,190,740 |
| East Rochester (Village of) Housing Authority (Woodland Village, Inc.); Series 2006, Ref. Senior Living RB | 5.50% | 08/01/2033 | 2,400 | 2,410,296 |
| Erie (County of) Industrial Development Agency (City of Buffalo School District); | | | | |
| Series 2011 A, School Facility RB [(f)] | 5.25% | 05/01/2028 | 2,500 | 2,874,175 |
| Series 2011 A, School Facility RB [(f)] | 5.25% | 05/01/2030 | 2,710 | 3,080,755 |
| Series 2011 A, School Facility RB [(f)] | 5.25% | 05/01/2031 | 1,000 | 1,136,810 |
| Series 2015, Ref. RB [(f)] | 5.00% | 05/01/2026 | 5,000 | 6,185,850 |
| Series 2015, Ref. RB [(f)] | 5.00% | 05/01/2027 | 2,500 | 3,059,550 |
| Series 2015, Ref. RB [(f)] | 5.00% | 05/01/2028 | 2,500 | 3,028,725 |

| | | | | |
|---|---|---|---|---|
| Erie Tobacco Asset Securitization Corp.; Series 2005 A, Tobacco Settlement Asset-Backed RB | 5.00% | 06/01/2045 | 3,225 | 3,224,742 |
| Hempstead Town Local Development Corp. (Molloy College); Series 2009, RB | 5.75% | 07/01/2039 | 3,115 | 3,353,173 |
| Hudson Yards Infrastructure Corp.; | | | | |
| Series 2011 A, RB | 5.75% | 02/15/2047 | 3,160 | 3,604,043 |
| Series 2017 A, Ref. Second Indenture RB | 5.00% | 02/15/2042 | 3,160 | 3,703,141 |
| Long Island Power Authority; | | | | |
| Series 2009 A, Electric System General RB | 5.75% | 04/01/2039 | 635 | 681,126 |
| Series 2009 A, Electric System General RB (b)(c) | 6.25% | 04/01/2019 | 1,860 | 2,039,974 |
| Series 2016 B, Ref. RB | 5.00% | 09/01/2036 | 1,345 | 1,560,819 |
| Metropolitan Transportation Authority (Climate Bond Certified); | | | | |
| Series 2017, Dedicated Tax Fund Revenue Green Bonds | 5.25% | 11/15/2057 | 2,065 | 2,470,793 |
| Series 2017 A-1, Revenue Green Bonds | 5.25% | 11/15/2057 | 3,975 | 4,642,243 |
| Metropolitan Transportation Authority; | | | | |
| Series 2009 B, Dedicated Tax Fund RB (b)(c) | 5.00% | 11/15/2019 | 500 | 549,770 |
| Series 2009 B, Dedicated Tax Fund RB (b)(c) | 5.25% | 11/15/2019 | 1,535 | 1,697,096 |
| Series 2012 H, RB | 5.00% | 11/15/2030 | 750 | 875,243 |
| Series 2013 E, RB | 5.00% | 11/15/2030 | 2,750 | 3,211,450 |
| Subseries 2004 B-2, Dedicated Tax Fund RB | 5.00% | 11/15/2032 | 1,360 | 1,549,992 |
| Monroe County Industrial Development Corp. (Nazareth College of Rochester); Series 2011, RB | 5.50% | 10/01/2041 | 880 | 968,730 |
| Monroe County Industrial Development Corp. (St. John Fisher College); Series 2014 A, RB | 5.50% | 06/01/2034 | 1,000 | 1,166,400 |
| Monroe County Industrial Development Corp. (University of Rochester); | | | | |
| Series 2011 A, RB | 5.00% | 07/01/2036 | 2,030 | 2,291,890 |
| Series 2013 A, RB | 5.00% | 07/01/2038 | 1,000 | 1,143,890 |
| MTA Hudson Rail Yards Trust Obligations; Series 2016 A, RB (f) | 5.00% | 11/15/2051 | 10,095 | 10,992,446 |
| Nassau (County of) Industrial Development Agency (Amsterdam at Harborside); | | | | |
| Series 2014 A, Continuing Care Retirement Community RB | 6.70% | 01/01/2049 | 420 | 423,234 |
| Series 2014 C, Continuing Care Retirement Community RB | 2.00% | 01/01/2049 | 152 | 25,297 |

**See accompanying notes which are an integral part of this schedule.**

**Invesco Trust for Investment Grade New York Municipals**

ucture reflects the Company s current management structure, internal reporting method, and financial information used in deciding hov

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JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**9. SEGMENT REPORTING (continued)**

We measure and evaluate our segments based on segment earnings from operations. Summarized financial information concerning our reportable segments follows (in thousands). All amounts for the fiscal years ended September 30, 2007 and October 1, 2006 have been revised as follows to conform to the new segment reporting as previously described.

| | Sixteen Weeks Ended January 20, 2008 | January 21, 2007 |
|---|---|---|
| **Revenues by Segment:** | | |
| Jack in the Box restaurant operations | $ 663,221 | $ 667,631 |
| Qdoba restaurant operations | 33,385 | 25,311 |
| Other | 208,336 | 163,750 |
| Consolidated revenues | $ 904,942 | $ 856,692 |
| **Earnings from Operations by Segment:** | | |
| Jack in the Box restaurant operations | $ 63,952 | $ 60,839 |
| Qdoba restaurant operations | 2,919 | 2,230 |
| Other | 651 | 449 |
| Consolidated earnings from operations | $ 67,522 | $ 63,518 |

| | First Quarter Ended Jan. 21, 2007 | Second Quarter Ended April 15, 2007 | Third Quarter Ended July 8, 2007 | Fourth Quarter Ended Sept. 30, 2007 | Year Ended Sept. 30, 2007 | Year Ended Oct. 1, 2006 |
|---|---|---|---|---|---|---|
| **Revenues by Segment:** | | | | | | |
| Jack in the Box restaurant operations | $ 667,631 | $ 510,898 | $ 512,700 | $ 505,169 | $ 2,196,398 | $ 2,135,752 |
| Qdoba restaurant operations | 25,311 | 19,962 | 23,531 | 25,669 | 94,473 | 74,944 |
| Other | 163,750 | 129,807 | 143,972 | 147,578 | 585,107 | 512,907 |
| Consolidated revenues | $ 856,692 | $ 660,667 | $ 680,203 | $ 678,416 | $ 2,875,978 | $ 2,723,603 |

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JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

| | First Quarter Ended Jan. 21, 2007 | Second Quarter Ended April 15, 2007 | Third Quarter Ended July 8, 2007 | Fourth Quarter Ended Sept. 30, 2007 | Year Ended Sept. 30, 2007 | Year Ended Oct. 1, 2006 |
|---|---|---|---|---|---|---|
| **Earnings from Operations by Segment:** | | | | | | |
| Jack in the Box restaurant operations | $ 60,839 | $ 45,122 | $ 55,234 | $ 43,147 | $ 204,342 | $ 167,242 |
| Qdoba restaurant operations | 2,230 | 1,998 | 3,235 | 3,542 | 11,005 | 9,210 |
| Other | 449 | 1,002 | 1,302 | 1,585 | 4,338 | 5,243 |
| Consolidated earnings from operations | $ 63,518 | $ 48,122 | $ 59,771 | $ 48,274 | $ 219,685 | $ 181,695 |

Other includes distribution and Quick Stuff operating results. Interest income and expense, income taxes and assets are not reported for our segments, in accordance with our method of internal reporting.

**10. SUPPLEMENTAL CONSOLIDATED CASH FLOW INFORMATION**

Additional information related to cash flows is as follows (in thousands):

| | Sixteen Weeks Ended January 20, 2008 | Sixteen Weeks Ended January 21, 2007 |
|---|---|---|
| Cash paid during the year for: | | |
| Interest, net of amounts capitalized | $ 8,636 | $ 6,671 |
| Income tax payments | $ 15,941 | $ 47,706 |
| Capital lease obligations incurred | $ | $ 464 |

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JACK IN THE BOX INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

### 11. FUTURE APPLICATION OF ACCOUNTING PRINCIPLES

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*. SFAS 157 clarifies the definition of fair value, describes methods used to appropriately measure fair value, and expands fair value disclosure requirements. This statement applies under other accounting pronouncements that currently require or permit fair value measurements and is effective for fiscal years beginning after November 15, 2007, and interim periods within those years. However, the effective date of SFAS 157 as it relates to fair value measurement requirements for nonfinancial assets and liabilities that are not remeasured at fair value on a recurring basis is deferred to fiscal years beginning after December 15, 2008 and interim periods within those years. We are currently in the process of assessing the impact that SFAS 157 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106 and 132(R)*. In fiscal 2007, we adopted the recognition provisions of SFAS 158 which requires recognition of the overfunded or underfunded status of a defined benefit plan as an asset or liability. SFAS 158 also requires that companies measure their plan assets and benefit obligations at the end of their fiscal year. The measurement provision of SFAS 158 is effective for fiscal years ending after December 15, 2008. We will not be able to determine the impact of adopting the measurement provision of SFAS 158 until the end of the fiscal year when such valuation is completed.

In February 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS 159 permits entities to voluntarily choose to measure many financial instruments and certain other items at fair value. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently in the process of determining whether to elect the fair value measurement options available under this standard.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## GENERAL

All comparisons between 2008 and 2007 refer to the 16-week ( quarter ) periods ended January 20, 2008 and January 21, 2007, respectively, unless otherwise indicated.

For an understanding of the significant factors that influenced our performance during the two quarterly periods ended January 20, 2008 and January 21, 2007, we believe our Management s Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes included in this Quarterly Report as indexed on page two.

Our MD&A consists of the following sections:

- ***Overview*** a general description of our business, the quick-service dining segment of the restaurant industry and fiscal 2008 highlights.
- ***Financial reporting changes*** a summary of significant financial statement reclassifications, adjustments and new accounting pronouncements adopted.
- ***Results of operations*** an analysis of our consolidated statements of earnings for the two quarters presented in our condensed consolidated financial statements.
- ***Liquidity and capital resources*** an analysis of cash flows including capital expenditures, aggregate contractual obligations, share repurchase activity, known trends that may impact liquidity, and the impact of inflation.
- ***Discussion of critical accounting estimates*** a discussion of accounting policies that require critical judgments and estimates.
- ***New accounting pronouncements*** a discussion of new accounting pronouncements, dates of implementation and impact on our consolidated financial position or results of operations, if any.

## OVERVIEW

As of January 20, 2008, Jack in the Box Inc. (the Company ) owned, operated, and franchised 2,138 Jack in the Box quick-service restaurants and 414 Qdoba Mexican Grill ( Qdoba ) fast-casual restaurants, primarily in the western and southern United States.

Our primary source of revenue is from retail sales at company-operated restaurants. We also derive revenue from sales of food and packaging to Jack in the Box and Qdoba franchised restaurants, retail sales from fuel and convenience stores ( Quick Stuff ), and revenue from franchisees including royalties, based upon a percent of sales, franchise fees and rents. In addition, we recognize gains from the sale of company-operated restaurants to franchisees, which are presented as a reduction of operating costs and expenses in the accompanying consolidated statements of earnings.

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The quick-service restaurant industry is complex and challenging. Challenges presently facing the sector include higher levels of consumer expectations, intense competition with respect to market share, restaurant locations, labor, menu and product development, changes in the economy, including costs of commodities and changes in consumer spending, and trends for healthier eating.

To address these challenges and others, management has developed a strategic plan focused on four key initiatives. The first initiative is a growth strategy that includes opening new restaurants and increasing same-store sales. The second initiative is a holistic reinvention of the Jack in the Box brand through menu innovation, upgrading guest service and re-imaging Jack in the Box restaurant facilities to reflect the personality of Jack the chain s fictional founder and popular spokesman. The third strategic initiative is to expand franchising through new restaurant development and the sales of company-operated restaurants to franchisees to generate higher returns and higher margins, while mitigating business-cost and investment risks. The fourth initiative is to improve our business model to improve restaurant profitability, margins and returns, reduce operating costs and increase the long-term value of our business.

The following summarizes the most significant events occurring in 2008:

***Restaurant Sales***. Jack in the Box company-operated restaurants open more than one year ( same-store ) sales increased 1.5% in the quarter, on top of an increase of 5.6% a year ago. The increase was the 18th consecutive quarter of comparable sales growth. System same-store sales at Qdoba restaurants increased 4.5% in the quarter, on top of an increase of 4.1% a year ago.

***New Market Expansion.*** We expanded into a new contiguous company market in Denver, Colorado, opening one Jack in the Box restaurant in the quarter and another shortly thereafter, and are projecting additional restaurant openings in this market by the end of calendar 2008. Franchisees remain on track to open Jack in the Box restaurants in new contiguous markets in Texas later this calendar year in Midland/Odessa, Abilene/San Angelo and Wichita Falls.

***Re-Image Program***. We continued to re-image our Jack in the Box restaurants with a comprehensive program that includes a complete redesign of the dining room and common areas. In 2008, the Company and franchisees re-imaged 51 restaurants bringing the total number of re-imaged restaurants to more than 400 since the current program was adopted in 2006. The entire Jack in the Box system, including franchised locations, is expected to be re-imaged over the next 3-4 years.

***Franchising Program.*** We continued to make progress on our strategic initiative to expand franchising through new restaurant development and sales of company-operated restaurants to franchisees. In 2008, we refranchised 28 Jack in the Box restaurants, and Qdoba and Jack in the Box franchisees opened 25 new restaurants. At January 20, 2008, approximately 34% of our Jack in the Box restaurants were franchised. Our long term goal is to grow the percentage of franchise ownership of the Jack in the Box system by approximately 5% annually and move toward an ultimate goal of 70%-80%, which is more closely aligned with that of the QSR industry.

***Treasury Highlights***. Pursuant to a stock repurchase program authorized by our Board of Directors, we repurchased 0.8 million shares of our common stock for an aggregate of $22.1 million.

**FINANCIAL REPORTING CHANGES**

Historical share and per share data for 2007 in our Quarterly Report on Form 10-Q have been restated to give retroactive recognition of our two-for-one stock split that was effected in the form of a 100% stock dividend on October 15, 2007, with the exception of treasury share data as no stock dividend was paid with respect to treasury shares. In the condensed consolidated balance sheet as of January 21, 2007, the par value of the additional shares was reclassified from capital in excess of par value to common stock. Refer to Note 6, *Stockholders Equity*, in the notes to the condensed consolidated financial statements for additional information regarding the stock split.

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**RESULTS OF OPERATIONS**

The following table sets forth, unless otherwise indicated, the percentage relationship to total revenues of certain items included in our condensed consolidated statements of earnings.

| | **January 20, 2008** | **January 21, 2007** |
|---|---|---|
| Revenues: | | |
| Restaurant sales | 71.6% | 76.0% |
| Distribution and other sales | 23.0 | 19.1 |
| Franchised restaurant revenues | 5.4 | 4.9 |
| Total revenues | 100.0% | 100.0% |
| Operating costs and expenses: | | |
| Restaurant costs of sales (1) | 32.8% | 31.1% |
| Restaurant operating costs (1) | 50.1 | 50.5 |
| Distribution and other costs of sales (1) | 99.6 | 99.4 |
| Franchised restaurant costs (1) | 38.8 | 39.5 |
| Selling, general and administrative expenses | 10.0 | 10.4 |
| Gains on sale of company-operated restaurants | (1.9) | (0.8) |
| Earnings from operations | 7.5 | 7.4 |

(1) As a percentage of the related sales and/or revenues.

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The following table summarizes the number of systemwide restaurants:

**SYSTEMWIDE RESTAURANT UNITS**

| | January 20, 2008 | September 30, 2007 | January 21, 2007 |
|---|---|---|---|
| **Jack in the Box:** | | | |
| Company-operated | 1,412 | 1,436 | 1,466 |
| Franchised | 726 | 696 | 622 |
| Total system | 2,138 | 2,132 | 2,088 |
| **Qdoba:** | | | |
| Company-operated | 94 | 90 | 71 |
| Franchised | 320 | 305 | 273 |
| Total system | 414 | 395 | 344 |
| **Consolidated:** | | | |
| Company-operated | 1,506 | 1,526 | 1,537 |
| Franchised | 1,046 | 1,001 | 895 |
| Total system | 2,552 | 2,527 | 2,432 |

Since January 21, 2007, we opened 41 company-operated Jack in the Box restaurants (along with four new Quick Stuff convenience stores) and 13 company-operated Qdoba restaurants. Franchisees opened 17 Jack in the Box and 70 Qdoba restaurants since a year ago.

**Revenues**

Restaurant sales decreased $3.7 million, or 0.6%, in the quarter due to a decrease in the number of Jack in the Box company-operated restaurants reflecting the sale of company-operated restaurants to franchisees. This decrease was partially offset by increases in per store average ( PSA ) sales at Jack in the Box and Qdoba company-operated restaurants, as well as an increase in the number of Qdoba company-operated restaurants. Same-store sales at Jack in the Box company-operated restaurants increased 1.5%, in 2008 compared with a year ago, reflecting price increases of approximately 2.5%. Our restaurants in Texas, the Southeast and other key markets continue to perform quite well, but we have seen a slowdown in certain western markets, such as some of those in California, due to an unstable housing market, continuing high fuel prices and increases in unemployment.

Distribution and other sales, representing distribution sales to Jack in the Box and Qdoba franchisees, as well as Quick Stuff fuel and convenience store sales, grew to $208.3 million in 2008 from $163.8 million in 2007. Sales from our Quick Stuff locations increased $26.3 million due to an increase in the retail prices per gallon of fuel and an increase in the number of locations to 61 at the end of the quarter from 57 a year ago, offset in part by a decrease in PSA fuel gallons sold. Distribution sales to Jack in the Box and Qdoba franchisees increased $18.2 million as a result of an increase in the number of franchised restaurants serviced by our distribution centers.

Franchised restaurant revenues, which includes rents, royalties and fees from restaurants operated by franchisees, increased $7.4 million in the quarter primarily due to an increase in the number of franchised restaurants. The number of franchised restaurants increased to 1,046 at the end of the quarter from 895 a year ago, reflecting the franchising of Jack in the Box company-operated restaurants and new restaurant development by Qdoba and Jack in the Box franchisees.

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**Operating Costs and Expenses**

Restaurant costs of sales, which include food and packaging costs, increased to $212.8 million, or 32.8% of restaurant sales, in 2008 from $202.6 million, or 31.1% of restaurant sales, in 2007. The percent of sales increase in 2008 is a result of higher commodity costs, primarily cheese, eggs, shortening and produce as well as product changes which were partially offset by lower packaging costs and selling price increases. Rising commodity costs, which began last year throughout the entire industry, negatively affected restaurant costs of sales as a percentage of restaurant sales by approximately 170 basis points in the first quarter of 2008.

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Restaurant operating costs decreased to $324.5 million, or 50.1% of restaurant sales, in 2008 from $329.2 million, or 50.5% of restaurant sales, in 2007. The percentage improvement in 2008 is primarily due to a 40 basis point decline in labor costs as effective labor management more than offset increased minimum wages in several states in which we operate. Cost control and the leverage from higher sales also contributed to the percentage improvement.

Costs of distribution and other sales increased to $207.4 million in 2008 from $162.8 million in 2007, primarily reflecting an increase in the related sales. As a percentage of the related sales, these costs increased to 99.6% in 2008 from 99.4% in 2007, due primarily to a decrease in fuel gallons sold at our Quick Stuff locations.

Franchised restaurant costs, principally rents and depreciation on properties leased to Jack in the Box franchisees, increased to $18.9 million in 2008 from $16.4 million in 2007, due primarily to an increase in the number of franchised restaurants. As a percentage of franchised restaurant revenues, franchised restaurant costs decreased to 38.8% in 2008 from 39.5% in 2007 due primarily to the leverage provided by higher franchise revenues.

Selling, general and administrative expenses ( SG&A ) increased $1.2 million to $90.6 million in 2008 from $89.4 million in 2007. The increase is primarily due to higher facility charges of $2.6 million related to the Jack in the Box re-image program, a kitchen enhancement project and the impairment of two restaurants we continue to operate. Higher general and administrative expenses at Qdoba of $1.0 million in support of their continued growth also contributed to the increase. These SG&A increases were partially offset by a $2.5 million decrease related to effective management of field general and administrative expenses and lower salaries and related benefits resulting from the Company s refranchising strategy. Other differences between quarters include offsetting fluctuations in compensation and benefit costs related to changes in the cash surrender value of our COLI policies and our non-qualified deferred compensation obligation supported by these policies as well as lower share-based compensation and pension expenses. As a percent of revenues SG&A improved to 10.0% of revenues in 2008 compared with 10.4% a year ago due primarily to the leverage from higher revenues.

Gains on sale of company-operated restaurants were $16.8 million from the sale of 28 Jack in the Box restaurants in 2008 compared with $7.2 million from the sale of 15 Jack in the Box restaurants in 2007. The change in gains relates to the number of restaurants sold and the specific sales and cash flows of those restaurants.

**Interest Expense**

Interest expense decreased to $9.1 million in 2008 from $9.8 million in 2007, which included a $1.9 million charge to write-off deferred financing fees in connection with the replacement of our credit facility. The increase in interest expense exclusive of the charge in the prior year relates to higher average bank borrowings compared with a year ago.

**Interest Income**

Interest income decreased to $0.3 million in 2008 from $4.3 million in 2007 reflecting lower average cash balances and lower rates on invested cash.

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**Income Taxes**

The income tax provisions reflect an increase in the effective tax rate to 37.7% in 2008 from 35.6% in 2007 due primarily to the retroactive reinstatement of the Work Opportunity Tax Credit program recorded as a discrete item in the first quarter of fiscal 2007. We expect the annual tax rate for fiscal year 2008 to be 37.0% 38.0%. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual rate could differ from our current estimates.

**Net Earnings**

Net earnings were $36.5 million in the quarter, or $.60 per diluted share, in 2008 compared to $37.4 million, or $.52 per diluted share, in 2007.

## LIQUIDITY AND CAPITAL RESOURCES

***General.*** Our primary sources of short-term and long-term liquidity are expected to be cash flows from operations, the revolving bank credit facility, the sale of company-operated restaurants to franchisees and the sale and leaseback of certain restaurant properties.

Our cash requirements consist principally of:

- working capital;
- capital expenditures for new restaurant construction, restaurant renovations and upgrades of our management information systems;
- income tax payments;
- debt service requirements; and
- obligations related to our benefit plans.

Based upon current levels of operations and anticipated growth, we expect that cash flows from operations, combined with other financing alternatives in place or available, will be sufficient to meet our capital expenditure, working capital and debt service requirements.

As is common in the restaurant industry, we maintain relatively low levels of accounts receivable and inventories, and our vendors grant trade credit for purchases such as food and supplies. We also continually invest in our business through the addition of new units and refurbishment of existing units, which are reflected as long-term assets and not as part of working capital. As a result, we typically maintain current liabilities in excess of current assets which result in a working capital deficit.

Cash and cash equivalents decreased $0.3 million to $15.4 million at January 20, 2008 from $15.7 million at the beginning of the fiscal year. This decrease is primarily due to property and equipment expenditures and the use of cash to repurchase our common stock, which were offset in part by cash flows provided by operating activities and proceeds from the sale of restaurants to franchisees. We generally reinvest available cash flows from operations to develop new restaurants or enhance existing restaurants, to repurchase shares of our common stock and to reduce debt.

***Cash Flows.*** The following table summarizes our cash flows from operating, investing and financing activities for the quarterly periods ended January 20, 2008 and January 21, 2007 (in thousands):

| | **2008** | **2007** |
|---|---|---|
| Total cash provided by (used in): | | |
| Operating activities | $ 43,265 | $ 17,900 |
| Investing activities | (33,222) | (25,470) |
| Financing activities | (10,348) | 75,271 |
| Increase (decrease) in cash and cash equivalents | $ (305) | $ 67,701 |

Operating Activities. In 2008, operating cash flows increased $25.4 million to $43.3 million compared with a year ago primarily as a result of the timing of payments made for income taxes.

Investing Activities. Cash flows used in investing activities increased $7.8 million to $33.2 million in 2008 primarily due to higher capital expenditures offset in part by an increase in proceeds from the sale of company-operated restaurants to franchisees.

*Capital Expenditures.* Our capital expenditure program includes, among other things, investments in new locations, restaurant remodeling, and information technology enhancements. We used cash of $58.0 million for purchases of property and equipment in 2008 compared with $39.6 million in 2007. The increase in capital expenditures primarily relates to a kitchen enhancement project and our on-going comprehensive re-image program.

In fiscal year 2008, capital expenditures are expected to be approximately $175-$185 million, including investment costs related to the Jack in the Box restaurant re-image program and kitchen enhancements. We plan to open approximately 22-28 new Jack in the Box restaurants, and under our brand reinvention strategy, plan to re-image approximately 250 company-operated restaurants. Capital expenditures are estimated to decrease by approximately $10-$20 million per year until 2010 or 2011 when the Company completes the restaurant re-image program, at which time annual capital expenditures are expected to return to historical levels of approximately $125.0 million or less.

*Sale of Company-Operated Restaurants*. We continued our strategy of selectively selling Jack in the Box company-operated restaurants to franchisees, selling 28 restaurants in 2008 compared with 15 a year ago. Proceeds from the sale of company-operated restaurants were $21.9 million and $9.7 million, respectively.

Financing Activities. Cash provided by financing activities decreased $85.6 million compared with a year ago primarily attributable to proceeds received in 2007 related to our new credit facility, offset in part by a decrease in payments of term loan principal and debt costs, and share repurchases. Share repurchases, up to the limit authorized by the Board of Directors, are at the discretion of management and depend on market conditions, capital requirements and other factors.

Proceeds from the issuance of common stock decreased in 2008 reflecting a decline in the exercise of employee stock options compared with 2007. As options granted are exercised, the Company will continue to receive proceeds and a tax deduction, but the amount and the timing of these cash flows cannot be reliably predicted as option holders decisions to exercise options will be largely driven by movements in the Company s stock price.

*Credit Facility.* Our credit facility is comprised of (i) a $150.0 million revolving credit facility maturing on December 15, 2011 and (ii) a term loan of $415.0 million maturing on December 15, 2012, both initially bearing interest at London Interbank Offered Rate ( LIBOR ) plus 1.375%.

As part of the credit agreement, we may also request the issuance of up to $75.0 million in letters of credit, the outstanding amount of which reduces the net borrowing capacity under the agreement. The credit facility requires the payment of an annual commitment fee based on the unused portion of the credit facility. The credit facility s interest rates and the annual commitment rate are based on a financial leverage ratio, as defined in the credit agreement. Our obligations under the credit facility are secured by first priority liens and security interests in the capital stock, partnership and membership interests owned by us and (or) our subsidiaries, and any proceeds thereof, subject to certain restrictions set forth in the credit agreement. Additionally, the credit agreement includes a negative pledge on all tangible and intangible assets (including all real and personal property) with customary exceptions.

*Interest Rate Swaps.* To reduce our exposure to rising interest rates under our new credit facility, in March 2007, we entered into two interest rate swaps that effectively converted $200.0 million of our variable rate term loan borrowings to a fixed-rate basis for three years. These agreements have been designated as cash flow hedges under the terms of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities,* with effectiveness assessed on changes in the present value of the term loan interest payments. There was no hedge ineffectiveness in 2008. Accordingly, changes in the fair value of the interest rate swap contracts were recorded, net of taxes, as a component of accumulated other comprehensive loss in the Company s condensed consolidated balance sheet as of January 20, 2008.

*Debt Covenants.* We are subject to a number of covenants under our various debt instruments, including limitations on additional borrowings, acquisitions, loans to franchisees, capital expenditures, lease commitments, stock repurchases and dividend payments, as well as requirements to maintain certain financial ratios, cash flows and net worth. As of January 20, 2008, we were in compliance with all debt covenants.

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*Debt Outstanding.* At January 20, 2008, we had $3.0 million outstanding under the revolving credit facility, $415.0 million outstanding under the term loan and letters of credit outstanding of $38.7 million. Total debt outstanding increased to $434.4 million at January 20, 2008 from $433.3 million at the beginning of the fiscal year due to net borrowings under the revolving credit facility offset in part by scheduled debt repayments.

*Repurchases of Common Stock.* In November 2007, the Board of Directors authorized a program to repurchase up to $200.0 million in shares of our common stock over the next three years. Pursuant to this authorization, we have so far repurchased 0.8 million shares of our common stock in 2008 at an aggregate cost of $22.1 million.

***Off-Balance Sheet Arrangements.*** Other than operating leases, we are not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, results of operations, liquidity, capital expenditures or capital resources. We finance a portion of our new restaurant development through sale-leaseback transactions. These transactions involve selling restaurants to unrelated parties and leasing the restaurants back.

**DISCUSSION OF CRITICAL ACCOUNTING ESTIMATES**

We have identified the following as our most critical accounting estimates, which are those that are most important to the portrayal of the Company s financial condition and results and require management s most subjective and complex judgments. Information regarding our other significant accounting estimates and policies are disclosed in Note 1 of our most recent Annual Report on Form 10-K filed with the SEC.

*Share-based Compensation* We account for share-based compensation in accordance with SFAS 123R. Under the provisions of SFAS 123R, share-based compensation cost is estimated at the grant date based on the award s fair-value as calculated by an option pricing model and is recognized as expense ratably over the requisite service period. The option pricing models require various highly judgmental assumptions including volatility, forfeiture rates, and expected option life. If any of the assumptions used in the model change significantly, share-based compensation expense may differ materially in the future from that recorded in the current or prior periods.

*Retirement Benefits* We sponsor pension and other retirement plans in various forms covering those employees who meet certain eligibility requirements. Several statistical and other factors, which attempt to anticipate future events, are used in calculating the expense and liability related to the plans, including assumptions about the discount rate, expected return on plan assets and the rate of increase in compensation levels, as determined by us using specified guidelines. In addition, our outside actuarial consultants also use certain statistical factors such as turnover, retirement and mortality rates to estimate our future benefit obligations. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions, higher or lower turnover and retirement rates or longer or shorter life spans of participants. These differences may affect the amount of pension expense we record.

*Self Insurance* We are self-insured for a portion of our losses related to workers compensation, general liability, automotive, medical and dental programs. In estimating our self-insurance accruals, we utilize independent actuarial estimates of expected losses, which are based on statistical analysis of historical data. These assumptions are closely monitored and adjusted when warranted by changing circumstances. Should a greater amount of claims occur compared to what was estimated or medical costs increase beyond what was expected, accruals might not be sufficient, and additional expense may be recorded.

*Long-lived Assets* Property, equipment and certain other assets, including amortized intangible assets, are reviewed for impairment when indicators of impairment are present. This review includes a restaurant-level analysis that takes into consideration a restaurant s operating cash flows, the period of time since a restaurant has been opened or remodeled, and the maturity of the related market. When indicators of impairment are present, we perform an impairment analysis on a restaurant-by-restaurant basis. If the sum of undiscounted future cash flows is less than the net carrying value of the asset, we recognize an impairment loss by the amount which the carrying value exceeds the fair value of the asset. Our estimates of future cash flows may differ from actual cash flows due to, among other things, economic conditions or changes in operating performance.

*Goodwill and Other Intangibles* We also evaluate goodwill and intangible assets not subject to amortization annually or more frequently if indicators of impairment are present. If the determined fair values of these assets are less than the related carrying amounts, an impairment loss is recognized. The methods we use to estimate fair value include future cash flow assumptions, which may differ from actual cash flows due to, among other things, economic conditions or changes in operating performance. During the fourth quarter of fiscal 2007, we reviewed the carrying value of our goodwill and indefinite life intangible assets and determined that no impairment existed as of September 30, 2007.

*Allowances for Doubtful Accounts* Our trade receivables consist primarily of amounts due from franchisees for rents on subleased sites, royalties and distribution sales. We continually monitor amounts due from franchisees and maintain an allowance for doubtful accounts for estimated losses. This estimate is based on our assessment of the collectibility of specific franchisee accounts, as well as a general allowance based on historical trends, the financial condition of our franchisees, consideration of the general economy and the aging of such receivables. We have good relationships with our franchisees and high collection rates; however, if the future financial condition of our franchisees were to deteriorate, resulting in their inability to make specific required payments, we may be required to increase the allowance for doubtful accounts.

*Legal Accruals* The Company is subject to claims and lawsuits in the ordinary course of its business. A determination of the amount accrued, if any, for these contingencies is made after analysis of each matter. We continually evaluate such accruals and may increase or decrease accrued amounts as we deem appropriate.

*Income Taxes* We estimate certain components of our provision for income taxes. These estimates include, among other items, depreciation and amortization expense allowable for tax purposes, allowable tax credits, effective rates for state and local income taxes and the tax deductibility of certain other items. We adjust our annual effective income tax rate as additional information on outcomes or events becomes available.

Our estimates are based on the best available information at the time that we prepare the income tax provision. We generally file our annual income tax returns several months after our fiscal year-end. Income tax returns are subject to audit by federal, state and local governments, generally years after the returns are filed. These returns could be subject to material adjustments or differing interpretations of the tax laws.

Effective October 1, 2007, we adopted FASB Interpretation 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* ( FIN 48 ). FIN 48 requires that a position taken or expected to be taken in a tax return be recognized or derecognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement.

**NEW ACCOUNTING PRONOUNCEMENTS**

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*. SFAS 157 clarifies the definition of fair value, describes methods used to appropriately measure fair value, and expands fair value disclosure requirements. This statement applies under other accounting pronouncements that currently require or permit fair value measurements and is effective for fiscal years beginning after November 15, 2007, and interim periods within those years. However, the effective date of SFAS 157 as it relates to fair value measurement requirements for nonfinancial assets and liabilities that are not remeasured at fair value on a recurring basis is deferred to fiscal years beginning after December 15, 2008 and interim periods within those years. We are currently in the process of assessing the impact that SFAS 157 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106 and 132(R)*. In fiscal 2007, we adopted the recognition provisions of SFAS 158 which requires recognition of the overfunded or underfunded status of a defined benefit plan as an asset or liability. SFAS 158 also requires that companies measure their plan assets and benefit obligations at the end of their fiscal year. The measurement provision of SFAS 158 is effective for fiscal years ending after December 15, 2008. We will not be able to determine the impact of adopting the measurement provision of SFAS 158 until the end of the fiscal year when such valuation is completed.

In February 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS 159 permits entities to voluntarily choose to measure many financial instruments and certain other items at fair value. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently in the process of determining whether to elect the fair value measurement options available under this standard.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption.

**Cautionary Statements Regarding Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the federal securities law. These forward-looking statements are principally contained in the sections captioned, Notes to Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements use such words as anticipate, assume, believe, estimate, expect, forecast, goals, intend, plan, project, may, will, would, and similar expressions. These statements are based on management expectations and are subject to known and unknown risks and uncertainties, which may cause actual results to differ materially from expectations. You should not rely unduly on forward-looking statements. The following are some of the factors that could materially affect our results.

Any widespread negative publicity, whether or not based in fact, which affects consumer perceptions about the health, safety or quality of food and beverages served at our restaurants may adversely affect our results.

Costs may exceed projections, including costs for food ingredients, labor (including increases in minimum wage, workers compensation and other insurance and healthcare), fuel, utilities, real estate, insurance, equipment, technology, and construction of new and remodeled restaurants. Inflationary pressures affecting the cost of commodities, including speculation and increasing demand for soybeans, corn and other feed grains for use in producing agrofuels and other purposes, may adversely affect our food costs and our operating margins.

There can be no assurances that new interior and exterior designs will foster increases in sales at re-imaged restaurants and yield the desired return on investment.

There can be no assurances that our growth objectives in the regional markets in which we operate restaurants will be met or that the new facilities will be profitable. Anticipated and unanticipated delays in development, sales softness and restaurant closures may have a material adverse effect on our results of operations. The development and profitability of restaurants can be adversely affected by many factors, including the ability of the Company and its franchisees to select and secure suitable sites on satisfactory terms, costs of construction, the availability of financing and general business and economic conditions.

There can be no assurances that we will be able to effectively respond to aggressive competition from numerous and varied competitors (some with significantly greater financial resources) in all areas of business, including new concepts, facility design, competition for labor, new product introductions, promotions and discounting. Additionally, the trend toward convergence in grocery, deli, convenience store and other types of food services may increase the number of our competitors.

The realization of gains from the sale of company-operated restaurants to existing and new franchisees depends upon various factors, including sales trends, cost trends, the financing market and economic conditions. The number of franchises sold and the amount of gain realized from the sale of an on-going business may not be consistent from quarter-to-quarter and may not meet expectations.

The costs related to legal claims such as class actions involving employees, franchisees, shareholders or consumers, including costs related to potential settlement or judgments may adversely affect our results.

Changes in accounting standards, policies or practices or related interpretations by auditors or regulatory entities, including changes in tax accounting or tax laws may adversely affect our results.

The costs or exposures associated with maintaining the security of information and the use of cashless payments may exceed expectations. Such risks include increased investment in technology and costs of compliance with consumer protection and other laws.

Significant demographic changes, adverse weather, pressures on consumer spending, economic conditions such as inflation or recession or political conditions such as terrorist activity or the effects of war, or other significant events, particularly in California and Texas where nearly 60% of our restaurants are located; new legislation and governmental regulation; changes in accounting standards; the possibility of unforeseen events affecting the food service industry in general and other factors over which we have no control can each adversely affect our results of operation.

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This discussion of uncertainties is not exclusive. Additional risk factors associated with our business are described in Management s Discussion and Analysis in this Form 10-Q and in our Annual Report on Form 10-K for fiscal year 2007 filed with the SEC. We do not intend to update these forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary exposure to risks relating to financial instruments is changes in interest rates. Our credit facility, which is comprised of a revolving credit facility and a term loan, bears interest at an annual rate equal to the prime rate or LIBOR plus an applicable margin based on a financial leverage ratio. As of January 20, 2008, the applicable margin for the LIBOR-based revolving loans and term loan was set at 1.125%.

We use interest rate swap agreements to reduce exposure to interest rate fluctuations. At January 20, 2008, we had two interest rate swap agreements having an aggregate notional amount of $200.0 million expiring April 1, 2010. These agreements effectively convert a portion of our variable rate bank debt to fixed-rate debt and have an average pay rate of 4.87%, yielding a fixed-rate of 6.00% including the term loan s applicable margin of 1.125%.

A hypothetical 100 basis point increase in short-term interest rates, based on the outstanding unhedged balance of our revolving credit facility and term loan at January 20, 2008 would result in an estimated increase of $2.2 million in annual interest expense.

Changes in interest rates also impact our pension expense, as do changes in the expected long-term rate of return on our pension plan assets. An assumed discount rate is used in determining the present value of future cash outflows currently expected to be required to satisfy the pension benefit obligation when due. Additionally, an assumed long-term rate of return on plan assets is used in determining the average rate of earnings expected on the funds invested or to be invested to provide the benefits to meet our projected benefit obligation. A hypothetical 25 basis point reduction in the assumed discount rate and expected long-term rate of return on plan assets would result in an estimated increase of $2.2 million and $0.6 million, respectively, in our future annual pension expense.

We are also exposed to the impact of commodity and utility price fluctuations related to unpredictable factors such as weather and various other market conditions outside our control. Our ability to recover increased costs through higher prices is limited by the competitive environment in which we operate. From time to time, we enter into futures and option contracts to manage these fluctuations. There were no open commodity futures and option contracts at January 20, 2008.

At January 20, 2008, we had no other material financial instruments subject to significant market exposure.

ITEM 4. CONTROLS AND PROCEDURES

*Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the rules of the Securities and Exchange Commission, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Securities and Exchange Act Rules 13a-15(e). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

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*Changes in Internal Control Over Financial Reporting*

There have been no significant changes in the Company s internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

There is no information required to be reported for any items under Part II, except as follows:

### ITEM 1. LEGAL PROCEEDINGS

The Company is subject to normal and routine litigation. In the opinion of management, based in part on the advice of legal counsel, the ultimate liability from all pending legal proceedings, asserted legal claims and known potential legal claims should not materially affect our operating results, financial position and liquidity.

### ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Company s Form 10-K for the year ended September 30, 2007. You should review the brief discussion of some of those risk factors appearing under the heading  Cautionary Statements Regarding Forward-Looking Statements  and throughout  Management s Discussion and Analysis of Financial Condition and Results of Operations  in this Form 10-Q.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

*Dividends.* We did not pay any cash or other dividends during the last two fiscal years with the exception of a stock split that was effected in the form of a stock dividend on October 15, 2007, with shareholders receiving an additional share of stock for each share held. We do not anticipate paying any other dividends in the foreseeable future. Our credit agreement provides for a remaining aggregate amount of $174.5 million for the potential repurchase of our common stock and $50.0 million for the potential payment of cash dividends.

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*Stock Repurchases.* On November 9, 2007, the Board of Directors authorized a $200.0 million program to repurchase shares of our common stock at prevailing market prices, in the open market or in private transactions, from time to time at management s discretion, over the next three years. This program was announced November 16, 2007. The following table summarizes shares repurchased pursuant to this program during the quarter ended January 20, 2008:

| | **(a) Total number of shares purchased** | **(b) Average price paid per share** | **(c) Total number of shares purchased as part of publicly announced programs** | **(d) Maximum dollar value that may yet be purchased under the programs** |
|---|---|---|---|---|
| October 1, 2007 October 28, 2007 | | $ | | $ |
| October 29, 2007 November 25, 2007 | | | | 200,000,000 |
| November 26, 2007 December 23, 2007 | 802,000 | 27.54 | 802,000 | 177,892,705 |
| December 24, 2007 January 20, 2008 | | | | 177,892,705 |
| Total | 802,000 | $ 27.54 | 802,000 | |

ITEM 6. EXHIBITS

| **Number** | **Description** |
|---|---|
| 3.1 | Restated Certificate of Incorporation, as amended, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the fiscal year ended October 3, 1999. |
| 3.1.1 | Certificate of Amendment of Restated Certificate of Incorporation, which is incorporated herein by reference from the registrant s Current Report on Form 10-K dated September 21, 2007. |
| 3.2 | Amended and Restated Bylaws, which are incorporated herein by reference from the registrant s Current Report on Form 8-K dated August 7, 2007. |
| 10.1 | Credit Agreement dated as of December 15, 2006 by and among Jack in the Box Inc. and the lenders named therein, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated December 15, 2006. |
| 10.2 | Collateral Agreement dated as of December 15, 2006 by and among Jack in the Box Inc. and the lenders named therein, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated December 15, 2006. |
| 10.3 | Guaranty Agreement dated as of December 15, 2006 by and among Jack in the Box Inc. and the lenders named therein, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated December 15, 2006. |

| | |
|---|---|
| 10.4* | Amended and Restated 1992 Employee Stock Incentive Plan, which is incorporated herein by reference from the registrant s Registration Statement on Form S-8 (No. 333-26781) filed May 9, 1997. |
| 10.5* | Jack in the Box Inc. 2002 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Definitive Proxy Statement dated January 18, 2002 for the Annual Meeting of Stockholders on February 22, 2002. |
| 10.5.1* | Form of Restricted Stock Award for certain executives under the 2002 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended January 19, 2003. |
| 10.6* | Supplemental Executive Retirement Plan, which is incorporated herein by reference from registrant s Annual Report on Form 10-K for the fiscal year ended September 30, 2001. |

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| Number | Description |
|---|---|
| 10.6.1* | First Amendment dated as of August 2, 2002 to the Supplemental Executive Retirement Plan, which is incorporated herein by reference from registrant s Annual Report on Form 10-K for the fiscal year ended September 29, 2002. |
| 10.6.2* | Second Amendment dated as of November 9, 2006 to the Supplemental Executive Retirement Plan, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the year ended October 1, 2006. |
| 10.6.3* | Third Amendment dated as of February 15, 2007 to the Supplemental Executive Retirement Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended April 15, 2007. |
| 10.6.4* | Fourth and Fifth Amendments dated as of September 14, 2007 and November 8, 2007, respectively, to the Supplemental Executive Retirement Plan, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the year ended September 30, 2007. |
| 10.7* | Amended and Restated Performance Bonus Plan effective October 2, 2000, which is incorporated herein by reference from the registrant s Definitive Proxy Statement dated January 13, 2006 for the Annual Meeting of Stockholders on February 17, 2006. |
| 10.7.1* | Bonus Program for Fiscal 2008 Under the Performance Bonus Plan, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated September 19, 2007. |
| 10.8* | Deferred Compensation Plan for Non-Management Directors, which is incorporated herein by reference from the registrant s Definitive Proxy Statement dated January 17, 1995 for the Annual Meeting of Stockholders on February 17, 1995. |
| 10.8.1* | Amended and Restated Deferred Compensation Plan for Non-Management Directors effective November 9, 2006, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the year ended October 1, 2006. |
| 10.9* | Amended and Restated Non-Employee Director Stock Option Plan, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the fiscal year ended Oct. 3, 1999. |
| 10.10* | Form of Compensation and Benefits Assurance Agreement for Executives. |
| 10.11* | Form of Indemnification Agreement between Jack in the Box Inc. and certain officers and directors, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the fiscal year ended September 29, 2002. |
| 10.13* | Executive Deferred Compensation Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended January 19, 2003. |
| 10.13.1* | First amendment dated September 14, 2007 to the Executive Deferred Compensation Plan, which is incorporated herein by reference from the registrant s Annual Report on Form 10-K for the year ended September 30, 2007. |

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| Number | Description |
|---|---|
| 10.15* | Executive Retention Agreement between Jack in the Box Inc. and Gary J. Beisler, President and Chief Executive Officer of Qdoba Restaurant Corporation, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended April 13, 2003. |
| 10.16* | Amended and Restated 2004 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated February 24, 2005. |
| 10.16.1* | Form of Restricted Stock Award for certain executives under the 2004 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended July 8, 2007. |
| 10.16.(a)* | Form of Restricted Stock Award for officers and certain members of management under the 2004 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended July 8, 2007. |
| 10.16.2* | Form of Stock Option Awards under the 2004 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Quarterly Report on Form 10-Q for the quarter ended July 8, 2007. |
| 10.16.3* | Jack in the Box Inc. Non-Employee Director Stock Option Award Agreement under the 2004 Stock Incentive Plan, which is incorporated herein by reference from the registrant s Current Report on Form 8-K dated November 10, 2005. |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Management contract or compensatory plan.

ITEM 15(b) All required exhibits are filed herein or incorporated by reference as described in Item 15(a)(3).

ITEM 15(c) All supplemental schedules are omitted as inapplicable or because the required information is included in the consolidated financial statements or notes thereto.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized and in the capacities indicated.

JACK IN THE BOX INC.

By: /S/ JERRY P. REBEL
Jerry P. Rebel
Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)
(Duly Authorized Signatory)

Date: February 20, 2008

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