#### **BRIGHTON TODD**

Form 4

February 23, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction

may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BRIGHTON TODD** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

02/21/2012

RED ROBIN GOURMET **BURGERS INC [RRGB]** 

(Check all applicable)

Chief Development Officer

(First)

(Street)

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

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

6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200N

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Middle)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

**GREENWOOD** VILLAGE, CO 80111

> (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Security (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) Owned (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Beneficially Beneficial (D) or Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount Price (D)

Common 1.297 02/21/2012 \$0 39,848 (2) D Stock (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic 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
Employee Stock Option (Right to Buy)	\$ 35.46	02/21/2012		A	6,149	(3)	02/21/2022	Common Stock	6,149

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>,</b> G	Director	10% Owner	Officer	Other		
BRIGHTON TODD 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111			Chief Development Officer			

# **Signatures**

/s/ Annita M. Menogan, Attorney-in-Fact

02/23/2012

Date

\*\*Signature of Reporting Person

# **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).
- Represents a grant of time-based restricted stock units under the issuer's Second Amended and Restated 2007 Performance Incentive
  Plan. Each time-based restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. 25% of the time-based restricted stock units are scheduled to vest on each of the first, second, third and fourth anniversaries of the date of grant as long as the reporting person remains in the service of the issuer through the respective vesting date.
- (2) Includes 7,811 restricted stock units and 2,125 shares of restricted stock that are subject to vesting and forfeiture restrictions, issued under the issuer's Second Amended and Restated 2007 Performance Incentive Plan.
- (3) 25% of the options are scheduled to vest on each of the first, second, third and fourth anniversaries of the date of grant.

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.

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