

RED ROBIN GOURMET BURGERS INC
Form 4
June 06, 2005

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 *
HOUSEMAN ERIC

2. Issuer Name and Ticker or Trading Symbol
RED ROBIN GOURMET BURGERS INC [RRGB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Restaurant Operations

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

(Street)

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

GREENWOOD
VILLAGE, CO 80111

(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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	06/03/2005		M	2,043	A \$ 5.8	6,491	D	
Common Stock	06/03/2005		M	2,000	A \$ 6.53	8,491	D	
Common Stock	06/03/2005		S	445	D \$ 55.15	8,046	D	
Common Stock	06/03/2005		S	100	D \$ 55.18	7,946	D	
	06/03/2005		S	400	D \$ 55.2	7,546	D	

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Common Stock							
Common Stock	06/03/2005	S	100	D	\$ 55.22	7,446	D
Common Stock	06/03/2005	S	99	D	\$ 55.24	7,347	D
Common Stock	06/03/2005	S	99	D	\$ 55.25	7,248	D
Common Stock	06/03/2005	S	100	D	\$ 55.32	7,148	D
Common Stock	06/03/2005	S	100	D	\$ 55.37	7,048	D
Common Stock	06/03/2005	S	1,600	D	\$ 55.4	5,448	D
Common Stock	06/03/2005	S	100	D	\$ 55.41	5,348	D
Common Stock	06/03/2005	S	400	D	\$ 55.42	4,948	D
Common Stock	06/03/2005	S	500	D	\$ 55.43	4,448	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 Option (right to	\$ 5.8	06/03/2005		M	2,043	07/24/2002 ⁽¹⁾	12/31/2009	Common Stock	2,043

buy)									
Stock									
Option	\$ 6.53	06/03/2005		M	2,000	10/23/2003	12/31/2009	Common	8,621
(right to								Stock	
buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUSEMAN ERIC 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 NORTH GREENWOOD VILLAGE, CO 80111			VP, Restaurant Operations	

Signatures

/s/ John W. Grant, Attorney
in Fact

06/06/2005

**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).

These options originally vested and became exercisable (a) based on internal rate of return calculations to be applied upon the occurrence (1) of certain events, (b) on December 31, 2003 based upon the satisfaction of specified EBITDA targets, or (c) on April 15, 2007. However, on September 11, 2002 the Company's Board of Directors approved accelerated vesting of these options effective as of July 24, 2002.

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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