

Linton-Smith Susan
Form 4
February 26, 2010

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Linton-Smith Susan

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)
6312 S. FIDDLER'S GREEN
CIRCLE, #200 N
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Marketing Officer

GREENWOOD
VILLAGE, CO 80111

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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(A) or Disposed of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2010		F	279 ⁽¹⁾ D \$ 20.09	8,599	D	
Common Stock	02/26/2010		F	233 ⁽²⁾ D \$ 19.83	8,366 ⁽³⁾	D	

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

**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.**

SEC 1474
(9-02)

Edgar Filing: Linton-Smith Susan - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linton-Smith Susan 6312 S. FIDDLER'S GREEN CIRCLE #200 N GREENWOOD VILLAGE, CO 80111			Chief Marketing Officer	

Signatures

/s/ Attorney-in-Fact Annita M.
Menogan 02/26/2010

__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).

(1) In connection with the vesting of 750 shares of restricted stock which were granted on February 24, 2009 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person transferred 279 of such shares to the issuer to satisfy her tax withholding obligations. The sale was approved by the issuer's compensation committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act") and, as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.

(2) In connection with the vesting of 625 shares of restricted stock which were granted on February 26, 2008 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person transferred 233 of such shares to the issuer to satisfy her tax withholding obligations. The sale was approved by the issuer's compensation committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act") and, as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.

(3) Includes 3,500 shares of restricted stock issued under the issuer's Amended and Restated 2007 Performance Incentive plan that are subject to vesting and forfeiture restrictions.

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.