FORM 4	4
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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).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of HILL LLOYD L	2. Issuer Name an RED ROBIN G [RRGB]	OURME	TB	URGER	RS INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)							
(Last) 6312 S. FIDDLER'S 200N	(First) S GREEN C	(Middle) CIRCLE, SUITE	3. Date of Earliest 7 05/30/2013	Transaction (Month/Day/Year)									
GEENWOOD VILI	80111	4. If Amendment, I	Date Origin	al Fil	ed(Month/D	ay/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		(Month/Day/Year)	Execution Date, if	Code (Instr. 8)	tion	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)	Ownership Form: Bene Direct (D) Owner	Beneficial Ownership		
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock		05/30/2013		А		2,078 (<u>1)</u>	А	\$ 0	12,553 (2)	D			
Common Stock									2,000	Ι	See Footnote (3)		

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

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.		e	6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	n Ni	umber	: 2	and Expiration	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of		((Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	D	erivati	ve			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Se	ecuriti	es			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				A	cquire	d			4)			Following	Direct (D)	
					· ·	() or							Reported	or Indirect	
						ispose	d						Transaction(s)		
						(D)							(Instr. 4)	(Instr. 4)	
					· ·	nstr. 3	· · ·								
					4,	and 5)								
											Amount				
								Date	Expiration		or				
								Exercisable	1	Title	Number				
							1	Exercisable	Date		of				
				Code V	/ (/	A) (I	D)				Shares				

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
HILL LLOYD L 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GEENWOOD VILLAGE, CO 80111	Х						

Signatures

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

06/03/2013

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).
- Represents a grant of restricted stock units under the issuer's Second Amended and Restated 2007 Performance Incentive Plan. Each restricted stock unit represents the (1) contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. One-third (1/3) of the units are scheduled to vest on each of the first, second and third anniversaries of the date of grant. The closing price on the date of grant, May 30, 2013, was \$52.92.
- (2) Includes 5,603 restricted stock units subject to vesting and forfeiture restrictions.
- (3) The shares are held indirectly by the reporting person as trustee of the Lloyd L. Hill Revocable Trust.

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.