<b>FORM</b>	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).

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#### 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 Reporting Person <sup>+</sup> Laping Chris	2. Issuer Name and RED ROBIN GC [RRGB]			- ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director (Check all applicable) Director (Check all applicable) (Check a				
(Last) (First) 6312 S. FIDDLER'S GREEN CIRC 200N		3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014							uncer	
(Street) GREENWOOD VILLAGE, CO 801		4. If Amendment, Da	te Original	Filed	Month/Day/	Year)	6. Individual or Joint/Group Filing(Cheek 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)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership
Common Stock	02/19/2014		Α		584 <u>(1)</u>	( )		9,620 (2)	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 SEC 1474 (9-02) 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)														
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code			ive ies ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)				Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 71.99	02/19/2014		A		2,464		(3)	02/19/2024	Common Stock	2,464	\$ 0	2,464	D	

# **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Laping Chris 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111			Chief Information Officer					

### **Signatures**

/s/ Michael L. Kaplan, Attorney-in-Fact	02/21/2014
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).
- 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 (1) represents the contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. One-fourth (1/4) of the units are scheduled to vest on each of the first, second, third and fourth anniversaries of the date of grant. The closing price on the date of grant, February 19, 2014, was \$71.99.
- (2) Includes 5,088 restricted stock units subject to vesting and forfeiture restrictions.
- (3) One-fourth (1/4) 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.

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