# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Response	s)										•				
1. Name and Address of Reporting Person * HILL LLOYD L				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)  _X_ Director Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200N				3. Date of Earliest Transaction (Month/Day/Year) 05/22/2014												
GREENV	WOOD VI	(Street)	O 80111	4. If Amendm	ent,	Date (	Origir	nal Fil	ed(Month	n/Day/Year)		_X_ Form fil	ed by One Repo	Group Filing orting Person one Reporting		able Line)
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqui						ired, Disposed of, or Beneficially Owned							
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year		(Instr. 8)		(A) or Disposed (D) (Instr. 3, 4 and		Disposed 3, 4 and 5	Benefic Reporte (Instr. 3		ount of Securities cially Owned Following ed Transaction(s) 3 and 4)		Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Co	ode	v	Amour	(A) or (D)	Price				(I) (Instr. 4)	
Common	Stock		05/22/2014			A	4		1,525 (1)	A	\$ 0	14,078	2)		D	
Common	Stock											2,000			I	See Footnote (3)
Reminder:	Report on a s	separate line fo		Derivative Sec	uriti	es Acc	quire	Personta conta the fo	ons whained in	o respo n this fo splays a	rm ar curre	e not requently valid	OMB con	formation spond unlo trol numbe	ess	C 1474 (9-02)
1. Title of	2.	3. Transaction	`	e.g., puts, calls		irrant 5.			te Exer			itle and	8. Price of	9. Number	of 10.	11. Natur
Derivative Security	Conversion Date Execution or Exercise (Month/Day/Year) any		Year) Execution Data	Transact Code (Instr. 8)	ion			and Expiration Date (Month/Day/Year)		Am Und Sec	ount of lerlying urities tr. 3 and Derivative Security (Instr. 5)		Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner Form of Deriva Securit Direct or Indi	ship of Indired Beneficia Ownersh (Instr. 4)	
				Code	V	(A)	(D)	Date Exerc		Expiration Date	on Titl	Amount or e Number of Shares				

## **Reporting Owners**

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

### **Signatures**

/s/ Michael L. Kaplan, Attorney-in-Fact 05/2	27/2014
1 ,	

**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 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 22, 2014, was \$72.09.
- (2) Includes 6,504 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.