

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 Type Responses)

1. Name and Address of Reporting Person * MCCLOSKEY JAMES P		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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO & Secretary	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2003		
5575 DTC PARKWAY, SUITE 110			4. If Amendment, Date Original Filed(Month/Day/Year) 09/17/2003		
(Street) GREENWOOD VILLAGE, CO 80111			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/15/2003		S		500	D	\$25	2,534	I	By the Megan L. McCloskey Trust
Common Stock	09/15/2003		S		2,000	D	\$25	151,964 ⁽¹⁾⁽²⁾	D	
Common Stock	09/16/2003		S		3,000	D	\$25.01	148,964	D	
Common Stock	09/16/2003		S		5,000	D	\$25	143,964	D	
Common Stock	09/16/2003		S		500	D	\$25.03	143,464	D	
Common Stock	09/16/2003		S		100	D	\$25.051	143,364	D	
Common Stock	09/16/2003		S		1,000	D	\$25.05	142,364	D	
Common Stock	09/16/2003		S		100	D	\$25.02	142,264	D	
Common Stock	09/16/2003		S		500	D	\$24.93	141,764	D	
Common Stock	09/16/2003		S		2,000	D	\$24.92	139,764	D	
Common Stock	09/16/2003		S		800	D	\$24.91	138,964	D	
Common Stock	09/16/2003		S		5,000	D	\$24.95	133,964	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.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLOSKEY JAMES P 5575 DTC PARKWAY, SUITE 110 GREENWOOD VILLAGE, CO 80111			CFO & Secretary	

Signatures

James P. McCloskey		09/18/2003
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Includes 414 shares acquired under the Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan on June 30, 2003.
- (2) On September 17, 2003, the reporting person filed a Form 4 that did not include 1,826 shares distributed from the James P. McCloskey Retained Annuity Trust on April 10, 2003. The beneficial ownership of these shares was previously reported as indirect ownership through the trust.

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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