

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* SNYDER MICHAEL J			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) CEO/President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2005					
6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200 N			4. If Amendment, Date Original Filed(Month/Day/Year) 05/27/2005			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		
(Street) GREENWOOD VILLAGE, CO 80111								
(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			

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)

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Prepaid Variable Share Forward	(1)	05/25/2005		J/K	(1)	150,000		(1)	11/17/2006	Common Stock	150,000	(1)	150,000	D	
Prepaid Variable Share Forward	(1)	05/25/2005		J/K	(1)	150,000		(1)	05/25/2007	Common Stock	150,000	(1)	150,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER MICHAEL J 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 N GREENWOOD VILLAGE, CO 80111	X		CEO/President	

Signatures

/s/ John W. Grant, Attorney in Fact		06/08/2005
<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) See attached page

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.

The reporting person entered into two pre-paid variable share forward contracts on May 25, 2005 relating to an aggregate of 300,000 shares of common stock (the "Common Stock") of Red Robin Gourmet Burgers, Inc. The contracts were completed on June 6, 2005. Under the contracts, in exchange for cash in the amount of \$14,086,341.30, the reporting person agreed to deliver a number of shares of the Common Stock on November 17, 2006, and on May 25, 2007 (or an earlier date if the contract is terminated early) pursuant to the following formula:

Contract expiring November 17, 2006

(i) if the price of the Common Stock on November 17, 2006 (the "November Final Price") is less than \$52.19 (the "Floor Price"), 150,000 shares; (ii) if the November Final Price is less than \$63.18 (the "November Cap Price"), but greater than or equal to the Floor Price, then a number of shares equal to 150,000 times the Floor Price divided by the November Final Price; or (iii) if the November Final Price is greater than the November Cap Price, then a number of shares equal to 150,000 multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the November Final Price and the November Cap Price, and the denominator of which is the Final Price. Alternatively, the reporting person has the option to cash settle the contract, with the cash settlement amount being equal to the number of shares to be delivered times the November Final Price.

Contract expiring May 25, 2007

(i) if the price of the Common Stock on May 25, 2007 (the "May Final Price") is less than \$52.19 (the "Floor Price"), 150,000 shares; (ii) if the May Final Price is less than \$65.93 (the "May Cap Price"), but greater than or equal to the Floor Price, then a number of shares equal to 150,000 times the Floor Price divided by the May Final Price; or (iii) if the May Final Price is greater than the May Cap Price, then a number of shares equal to 150,000 multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the May Final Price and the May Cap Price, and the denominator of which is the Final Price. Alternatively, the reporting person has the option to cash settle the contract, with the cash settlement amount being equal to the number of shares to be delivered times the May Final Price.