

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 Makula David			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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) 111 SOUTH WACKER DRIVE, 33RD FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 04/14/2011			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person				
(Street) CHICAGO, IL 60606			4. If Amendment, Date Original Filed (Month/Day/Year)							
(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	04/14/2011		A		397 (1)	A	\$ 0	1,373,363	I	See footnotes (2) (3) (4)

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
Director Stock Option (right to buy)	\$ 27.28	04/14/2011		A		5,000		(5)	04/14/2021	Common Stock	5,000	\$ 0	5,000	I	See footnotes 2 and 6 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Makula David 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
Oak Street Capital Management, LLC 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
Oak Street Capital SPV 1 LP 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			

Oak Street Capital Master Fund, Ltd. 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
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Signatures

/s/ Attorney-in-fact Annita M. Menogan		04/18/2011
<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) Represents a grant of restricted stock units under the issuer's Amended and Restated 2007 Performance Incentive Plan to Mr. Makula. Each restricted stock unit, once vested, will entitle Mr. Makula to receive one share of the issuer's common stock ("Shares"). The units vest in three substantially equal installments on the first, second and third anniversaries of the date of grant, and the Shares underlying the units will be distributed to Mr. Makula in three substantially equal installments on the third, fourth and fifth anniversaries of the date of grant, unless earlier pursuant to the terms of the award agreement.

(2) Mr. Makula is a member of the issuer's board of directors. Oak Street Capital Management, LLC ("Capital Management") is the general partner of Oak Street Capital SPV 1 LP ("SPV Fund") and the sole investment manager of Oak Street Capital Master Fund, Ltd. ("Master Fund"). The principal business of Capital Management is serving as the investment manager of the SPV Fund, the Master Fund and various managed accounts (the "Oak Street Accounts"). Mr. Makula is the sole manager and sole member of Capital Management. Capital Management, the SPV Fund, the Master Fund and Mr. Makula shall be referred to herein as the "Reporting Persons."

(3) As of April 14, 2011, Capital Management had an indirect pecuniary interest in 1,372,966 Shares, which consisted of (i) 494,424 Shares directly held by the SPV Fund; (ii) 861,334 Shares directly held by the Master Fund; and (iii) 17,208 Shares directly held by other Oak Street Accounts. As of April 14, 2011, Mr. Makula had a pecuniary interest in 1,373,363 Shares, which consisted of (i) a direct pecuniary interest in 397 restricted stock units directly held by him, as discussed in footnote 1 of this statement; and (ii) an indirect pecuniary interest in the 1,372,966 Shares in which Capital Management had a direct pecuniary interest.

(4) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(5) The options vest and become exercisable in equal monthly installments over the 24-month period following the date of grant.

(6) The options were issued directly to Mr. Makula.

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.

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

I hereby make, constitute and appoint each, the Chief Financial Officer, Chief Legal Officer and Deputy General Counsel of Red Robin Gourmet Burgers Inc. (the "Company"), and certain individuals, Florine Clark, and Christina R. Carlson who at the time of acting pursuant to this Power of Attorney is each acting singly, my true and lawful attorney-in-fact to:

(1) prepare, sign, acknowledge, deliver and file for me and on my behalf, Forms 3, 4 and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules of the Securities and Exchange Commission ("SEC"), with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;

(2) do and perform any and all acts for me and on my behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to me, in my best interest, or legally required of me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. I further acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the 1934 Act or any liability I may have with respect to transactions reported or reportable thereunder. All prior actions taken by each such attorney-in-fact which are consistent with the authority conferred hereby are ratified and approved. This Power of Attorney shall remain in full force and effect until I am no longer required to file Section 16 reports with respect to my holdings of and transactions in or involving securities issued by the Company, or earlier if I revoke it in a signed writing delivered to each of the foregoing attorneys-in-fact.

April 18, 2011

/s/ David Makula
David Makula

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

As Manager of Oak Street Capital Management, LLC ("OSCM LLC"), I hereby make, constitute and appoint each, the Chief Financial Officer, Chief Legal Officer and Deputy General Counsel of Red Robin Gourmet Burgers Inc. (the "Company"), and certain individuals, Florine Clark, and Christina R. Carlson who at the time of acting pursuant to this Power of Attorney is each acting singly, a true and lawful attorney-in-fact to:

(1) prepare, sign, acknowledge, deliver and file for OSCM LLC and on its behalf, Forms 3, 4 and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules of the Securities and Exchange Commission ("SEC"), with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;

(2) do and perform any and all acts for OSCM LLC and on its behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to OSCM LLC, in its best interest, or legally required of it, it being understood that the documents executed by such attorney-in-fact on its behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as OSCM LLC might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. I further acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of OSCM LLC's responsibilities to comply with Section 16 of the 1934 Act or any liability it may have with respect to transactions reported or reportable thereunder. All prior actions taken by each such attorney-in-fact which are consistent with the authority conferred hereby are ratified and approved. This Power of Attorney shall remain in full force and effect until OSCM LLC is no longer required to file Section 16 reports with respect to my holdings of and transactions in or involving securities issued by the Company, or earlier if I revoke it in a signed writing delivered to each of the foregoing attorneys-in-fact.

April 18, 2011

Oak Street Capital Management, LLC

/s/ David Makula
David Makula, Manager

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

As Manager of the Investment Manager of Oak Street Capital Master Fund, Ltd. ("OSCMF"), I hereby make, constitute and appoint each, the Chief Financial Officer, Chief Legal Officer and Deputy General Counsel of Red Robin Gourmet Burgers Inc. (the "Company"), and certain individuals, Florine Clark, and Christina R. Carlson who at the time of acting pursuant to this Power of Attorney is each acting singly, a true and lawful attorney-in-fact to:

(1) prepare, sign, acknowledge, deliver and file for OSCMF and on its behalf, Forms 3, 4 and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules of the Securities and Exchange Commission ("SEC"), with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;

(2) do and perform any and all acts for OSCMF and on its behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to OSCMF, in its best interest, or legally required of it, it being understood that the documents executed by such attorney-in-fact on its behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as OSCMF might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. I further acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of OSCMF's responsibilities to comply with Section 16 of the 1934 Act or any liability it may have with respect to transactions reported or reportable thereunder. All prior actions taken by each such attorney-in-fact which are consistent with the authority conferred hereby are ratified and approved. This Power of Attorney shall remain in full force and effect until OSCMF is no longer required to file Section 16 reports with respect to my holdings of and transactions in or involving securities issued by the Company, or earlier if I revoke it in a signed writing delivered to each of the foregoing attorneys-in-fact.

April 18, 2011

Oak Street Capital Master Fund, Ltd.

By: Oak Street Capital Management, LLC
Its Investment Manager

/s/ David Makula
David Makula, Manager

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

As Manager of the General Partner of Oak Street Capital SPV I LP ("OSCSPV"), I hereby make, constitute and appoint each, the Chief Financial Officer, Chief Legal Officer and Deputy General Counsel of Red Robin Gourmet Burgers Inc. (the "Company"), and certain individuals, Florine Clark, and Christina R. Carlson who at the time of acting pursuant to this Power of Attorney is each acting singly, a true and lawful attorney-in-fact to:

(1) prepare, sign, acknowledge, deliver and file for OSCSPV and on its behalf, Forms 3, 4 and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules of the Securities and Exchange Commission ("SEC"), with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;

(2) do and perform any and all acts for OSCSPV and on its behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to OSCSPV, in its best interest, or legally required of it, it being understood that the documents executed by such attorney-in-fact on its behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as OSCSPV might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. I further acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of OSCSPV's responsibilities to comply with Section 16 of the 1934 Act or any liability it may have with respect to transactions reported or reportable thereunder. All prior actions taken by each such attorney-in-fact which are consistent with the authority conferred hereby are ratified and approved. This Power of Attorney shall remain in full force and effect until OSCSPV is no longer required to file Section 16 reports with respect to my holdings of and transactions in or involving securities issued by the Company, or earlier if I revoke it in a signed writing delivered to each of the foregoing attorneys-in-fact.

April 18, 2011

Oak Street Capital SPV 1 LP

By: Oak Street Capital Management, LLC
Its General Partner

/s/ David Makula
David Makula, Manager