## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

Name and Address of Reporting Person*  Cooney Cathy				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)  Director 10% Owner X 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) 01/02/2015							Cn	iei People Oi	ncer	
(Street) GREENWOOD VILLAGE, CO 80111				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(State)	(Zip)		1	able	I - Non	-Deriv	vative S	Securities .	Acquii	red, Dispo	osed of, or l	Beneficially (	Owned	
Date	•	Execution any	n Date,	if Co (Ir	ode nstr. 8)		(A) or l (Instr. 3	Disposed of 3, 4 and 5)  (A) or	of (D)	D) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Following (s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 01/02/2015					A		785 <u>(1)</u> A		\$ 0	2,217 <sup>(2</sup>	<u>(2)</u>		D	
					Acquire	conta the fo ed, Dis	ined in rm dis	n this for splays a c	m are curren	not requ itly valid	ired to res	spond unle		
Transaction ate Aonth/Day/Year)	ansaction 3A. Deemed Execution Dat any		4. 5. Transaction Code (Instr. 8) Do Sc Ad (A Di of (Instr. 8) of (Instr. 8)		5. 6. D Number of Omerivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate Exercisable Expiration Date nth/Day/Year)		7. Tit Amo Unde Secur	unt of erlying rities		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indirects)	Ownersh (Instr. 4)
						Date		Expiration		Amount or				
a	First) GREEN CIRC Street)  AGE, CO 80 State)  2. T Date (Mo  01/ arrate line for each	First) (Middle) GREEN CIRCLE, SUITE  Street)  AGE, CO 80111  State) (Zip)  2. Transaction Date (Month/Day/Year)  01/02/2015  arate line for each class of secur  Table II - I (Transaction ate Month/Day/Year)  3A. Deemed Execution Data any	RED R [RRGE [RRGE GREEN CIRCLE, SUITE]  3. Date of 01/02/2  Street)  4. If Am  AGE, CO 80111  State)  (Zip)  2. Transaction Date (Month/Day/Year)  01/02/2015  Table II - Derivative (e.g., puts.)  Transaction State Anoth/Day/Year)  Transaction State Execution Date, if Transaction any Anoth/Day/Year)  Transaction State Execution Date, if Transaction any Code Street)  4. If Am  Anoth/Day/Year)	RED ROBIN [RRGB]  First) (Middle) 3. Date of Earlie 01/02/2015  Street) 4. If Amendment 4. If Amendment 5. AGE, CO 80111  State) (Zip) 2A. 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Price of Onth/Day/Year)  9. Officer (give title bel Ch.  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  9. Additional or Disposed of (D) (Instr. 3)  1. Title and Amount of Underlying Securities (Instr. 5)  1. Title and Amount of Underlying Securities (Instr. 5)  1. Title and Amount of Underlying Securities (Instr. 5)  1. Title and Amount of Underlying Securities (Instr. 5)  1. Title and Amount of Underlying Securities (Instr. 5)  1. Title and Amount of Underlying Securities (Instr. 5)	RED ROBIN GOURMET BURGERS INC [RRGB]  Chief People of Chief Pe	RED ROBIN GOURMET BURGERS INC [RRGB]  3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015  4. If Amendment, Date Original Filed/Month/Day/Year)  4. If Amendment, Date Original Filed/Month/Day/Year)  5. Table 1 - Non-Derivative Securities Acquired (A) or Code V Amount (D) Price (Instr. 3) and 4)  6. 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## Keporung Owners

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

# **Signatures**

/s/ Michael L. Kaplan, Attorney-in-Fact	01/05/2015
**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 (1) unit 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, January 2, 2015, was \$76.40.
- (2) Includes 2,077 restricted stock units subject to vesting and forfeiture restrictions.

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.