FORM 4

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

OMB APPE	ROVAL
OMB Number:	3235-0287
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hours per response	0.5

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) Director 10% Owner Other (specify below)					
(First) (Middle) PARKWAY, SUITE 110			3. Date of Earliest Transaction (Month/Day/Year) 01/28/2004								CFO	/Vice Presider	nt	
(Street)	111	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person)				
(State)	(Zip)			Т	able I	- Non-	Deriv	ative Securit	es Acquire	d, Disposed	of, or Bene	ficially Own	ed	
	2. Transaction Date (Month/Day/Year	2A. Deemed 3. Transaction 4. Securities Acquired Execution Date, if Code (A) or Disposed of (D)			of (D) Ov Tr	5. Amount of Securities Beneficially			6. 7. Ownership of Form: Boriect (D) O	7. Nature of Indirect Beneficial Ownership Instr. 4)				
					Coc	le \	√ Ar	` . ′ .	Price				-	
	Table II									wned				
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Derivative Security		or Disp of (D)		Disposed (D) str. 3, 4,					,		Owned Following Reported Transaction(s	or Indirection (I)	(Instr. 4)	
		Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
					+		1)		Commo	on 20,000				
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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MCCLOSKEY JAMES P						
5575 DTC PARKWAY, SUITE 110			CFO/Vice President			
GREENWOOD VILLAGE, CO 80111						

Signatures

/s/ John W. Grant, Attorney in Grant	02/11/2004
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).
- (1) These options vest as to 25% on 1/28/2005. The remaining 75% vest in 36 substantially equal monthly installments, with the first installment vesting on 2/28/2005, and additional installments vesting on the last day of each of the 35 months thereafter.

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.	