FORM 4

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

OMB APPR	OVAL
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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

ction 1(b).				., 05	· · · · · · · · · · · · · · · · · · ·	Comp	ourry 1100	01 17 1							
pe Response	s)														
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 X Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 5575 DTC PARKWAY, SUITE 110			3. Date of Earliest Transaction (Month/Day/Year) 01/28/2004								CFO,	Vice Preside	ent		
(Street) GREENWOOD VILLAGE, CO 80111			4. If Amendment, Date Original Filed(Month/Day/Year) 02/11/2004							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
y)	(State)	(Zip)			Т	able I	- Non-De	rivative	Securitie	es Acquire	l, Disposed	of, or Bene	ficially Own	ed	
(Instr. 3)		2. Transaction Date (Month/Day/Year	r) any		Date, if	Code		(A) or I	or Disposed of (D)		Owned Following Reported Transaction(s)			Ownership Form:	7. Nature of Indirect Beneficial
					y/Year)	Coc	le V	Amoun	(A) or (D)	A) or			or Indirect (I)	Ownership (Instr. 4)	
		Table II -					uired, Dis	posed o	f, or Bene	eficially Ov		umber.			
Derivative Conversion Date		Date Execution Date, if Month/Day/Year)				ber ober ober ober ober ober ober ober o			ole and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	(Instr. 4)
			Code	V	(A)	(D)	Date Exercisab			Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
\$ 26.81	01/28/2004		A		15,00 (1)	0	(2)	01/2	28/2014	Commo Stock	n 15,000	\$ 26.81	15,000	D	
ting O	wners		I	Relat	tionship	s									
	pe Response and Address of SKEY JAMES (SKEY JAMES) (Security Security	Address of Reporting Person* SKEY JAMES P SIT (First) C PARKWAY, SUITE 110 (Street) WOOD VILLAGE, CO 80 BY (State) Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)	Table II 2. Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Table II 2. Conversion or Exercise Price of Derivative Security \$ 26.81 01/28/2004	Table II - Derivative Security Table II - Derivative Security 2. Issue RED R [RRGE] (First) (Middle) 3. Date of 01/28/2004 Table II - Derivative Security Table II - Derivative Security 2. Transaction Date (Month/Day/Year) A. Transaction Date (Month/Day/Year) A. Transaction Date (Month/Day/Year) A. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) A. Transaction Date (Instr. 8) Code \$ 26.81 01/28/2004 A. A. Tting Owners	Table II - Derivative Security Security Table II - Derivative Security Security Table II - Derivative Security Security Table II - Derivative Security Securi	Address of Reporting Person* (SKEY JAMES P (First) (C PARKWAY, SUITE 110 (Street) (Street) (Street) (Street) (State) (State) (Zip) (Security (State) (Zip) (Month/Day/Year) (Month/Day/Year) (A. If Amendment, Da 02/11/2004 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If Amendment, Da 02/11/2004 2. Transaction Date (E.g., puts, calls, wait of Derivative Securities Security (A. J. Number of Date (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. J. Number of Derivative Securities Securities Security (Acquire of Derivative Securities Securities Security (Acquire of Derivative Securities Securities Securities Security (Acquire of Derivative Securities Sec	Table II - Derivative Securities Date (Month/Day/Year) Table II - Derivative Securities Acq (e.g., puts, calls, warrants any (Month/Day/Year) Table II - Derivative Securities Securities Security Table II - Derivative Securities	Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Instr. 8) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Instr. 8) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Instr. 8) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Instr. 8) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) 3. Transaction Date (Instr. 8) Table II - Derivative Securities Acquired, Diagon (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Non-De Execution Date, if Transaction (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Non-De Execution Date, if Transaction or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Non-De Execution Date, if Transaction Date or Derivative Securities Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Trading Symb	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC [RRGB] 3. Date of Earliest Transaction (Month/Day/Year) 01/28/2004 4. If Amendment, Date Original Filed(Month/Day/Year) 02/11/2004 (State) 02/11/2004 (State) 02/11/2004 (State) 02/11/2004 (State) 02/11/2004 (State) 02/11/2004 (State) 02/11/2004 (A) or Disposed (Instr. 8) (Instr. 3, 4 and 5) (A) or Disposed of ODerivative Security (Month/Day/Year) (A) or Disposed (Month/Day/Year) (A) or Disposed (Instr. 3, 4, and 5) (Instr. 3,	Address of Reporting Person	2. Issuer Name and Ticker or Trading Symbol S. Relationship SKEY JAMES P RED ROBIN GOURMET BURGERS INC	Security Cap Cap	Personses Pers	Address of Reporting Person = RED ROBIN GOURMET BURGERS INC RRGB

Reporting Owner Name / Address	Relationships					
	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 Fact	03/24/2004
**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) This amendment is being filed to correct a clerical error in the number of options granted.
- (2) 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.	