

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

(Print or Type Responses)

1. Name and Address of Reporting Person * BURNS STEPHEN M <small>(Last) (First) (Middle)</small> C/O QUAD-C MANAGEMENT, INC., 230 EAST HIGH STREET <small>(Street)</small> CHARLOTTESVILLE, VA 22902- <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC [RRGB] 3. Date of Earliest Transaction (Month/Day/Year) 08/18/2004 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
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, \$0.001 par value	08/18/2004		S		1,863,020	D	\$ 32	0	I (U)	By RR Investors, LLC
Common Stock, \$0.001 par value	08/18/2004		S		74,523	D	\$ 32	0	I (U)	By RR Investors II, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS STEPHEN M C/O QUAD-C MANAGEMENT, INC. 230 EAST HIGH STREET CHARLOTTESVILLE, VA 22902-		X		

Signatures

/s/ John W. Grant, Attorney in Fact		08/19/2004
**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).
Stephen M. Burns is the president and director of each of RR Investors, LLC and RR Investors II, LLC and, as such, shares voting and dispositive power as to the shares held by RR Investors, LLC and RR Investors II, LLC. In addition, Mr. Burns has an indirect membership interest in RR Investors, LLC as a holder of a 15.0% membership (1) interest in Quad-C Advisors V, L.L.C., the general partner of the sole member of RR Investors, LLC. Mr. Burns also has a membership interest in RR Investors II, LLC equal to 16.25% of the outstanding membership interests of RR Investors II, LLC. Mr. Burns disclaims beneficial ownership of these shares except to the extent of Mr. Burns' pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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