

# 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 * MERULLO ROBERT		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) _____ 10% Owner ____ Other (specify below) <b>Senior VP of Restaurant Ops</b>	
(Last) (First) (Middle) 6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200 NORTH		3. Date of Earliest Transaction (Month/Day/Year) 06/16/2005			
(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 Person ____ Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Prepaid Forward (1)	(2)	06/16/2005		J		20,000 (3)	(4)	06/16/2008	Common Stock	20,000	(5)	20,000 (6)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERULLO ROBERT 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 NORTH GREENWOOD VILLAGE, CO 80111			Senior VP of Restaurant Ops	

## Signatures

John W. Grant , Attorney In Fact	06/20/2005
<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) See Item (1) on attached Exhibit
- (2) 58.16 69.792 See Item (2) on attached Exhibit
- (3) See Item (3) on attached Exhibit
- (4) Not Applicable
- (5) See Item (4) on attached Exhibit
- (6) See Item (5) on attached Exhibit

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.

The registered holder and direct beneficial owner of the Class A common stock of Red Robin Gourmet Burgers, Inc. ("Issuer") that is the subject of the variable prepaid forward reported in Table II is Robert J. Merullo ("Seller").

RRGB is the trading symbol of the Class A common stock. The Class A common stock is voting stock traded on the NASDAQ.

(1) The transaction is a variable prepaid forward in which Seller is the forward seller of the underlying stock. For more details, see Item (6) below.

(2) \$58.16 is the Floor Price and \$69.792 is the Cap Price. For more details, see Item (6) below.

(3) The variable prepaid forward is a single contract for the forward sale of a stated number of underlying shares. For more details, see Item (6) below.

(4) In respect of the variable prepaid forward the aggregate prepayment price, rounded to the nearest dollar, the maximum number of shares to be delivered at maturity, the minimum number of shares to be delivered at maturity, rounded to the nearest whole share, the maximum price per share and the minimum price per share are as shown in the following table.

Aggregate  
Prepayment Price  
\$1,013,147.20

Maximum Number of  
Shares to be Delivered  
20,000

Minimum Number of  
Shares to be Delivered  
16,667

Maximum Price  
Per Share  
\$60.78883

Minimum Price  
Per Share  
\$50.65736

(5) Seller entered into another variable prepaid forward on the common stock of the Issuer in August 2004, which was reported on a separate Form 4. The August 2004 transaction along with the transaction reported in Table II reflect the entire position of Seller in variable prepaid forwards on common stock of Issuer at the end of June 16, 2005.

(6) With effect on the date shown on Table II, column 3, Seller entered into a variable prepaid forward securities contract and a related pledge agreement with an unaffiliated third party buyer. The contract relates to 20,000 shares of the Class A common stock of Issuer.

At the time that the parties entered into the variable prepaid forward the buyer paid the seller an agreed upon sum as the prepayment price of the shares to be delivered at the maturity of the Contract (see Item (4) above). The price per share is indeterminate until the number of shares sold is determined at maturity, but a maximum and a minimum price per share for each Contract can be computed (see Item (4) above).

On the maturity date Seller will deliver a number of shares of Class A common stock determined as follows (the Final Price being the price per Share at which Seller is able to execute transactions eliminating its hedge position in respect of the transaction): (a) if the Final Price is less than the Floor Price, the entire number of shares to which the Contract relates ("Number of Shares"); (b) if the Final Price is less than or equal to the Cap Price and greater than or equal to the Floor Price, a number of shares equal to the Floor Price divided by the Final Price and the result multiplied by the Number of Shares; and (c) if the Final Price is greater than the Cap Price, a number of Shares equal to

$$\frac{\text{Floor Price} + (\text{Final Price} + \text{Cap Price}) \times \text{Number of Shares}}{\text{Final Price}}$$

Each Contract also provides that any cash dividends paid before the maturity date will be retained by or paid over to the buyer as collateral, that the Floor Price and the Cap Price may be reduced by the amounts of any cash dividends, and that the Number of Shares, the Floor Price and the Cap Price are subject to certain other adjustments. Seller has delivered the Number of Shares to the buyer pursuant to the pledge agreement to secure its obligations under the Contract but will retain all voting rights in the shares to which the Contract relates before the maturity date thereof.

The Contract may be cash-settled at the option of the buyer. The settlement amount is the Final Price multiplied by the number of Shares to be delivered.