# 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

pe Response	s)														
1. Name and Address of Reporting Person *- WOODS MICHAEL E			RE	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)					
FIDDLER'	(First) S GREEN		J. I		liest T	Transao	ction (	Month/Da	y/Year)			SVF&C	mer Knowie	edge Officer	
WOOD VI	(Street)	CO 80111	4. I	f Amendmo	ent, I	Oate Or	iginal	Filed(Mont	th/Day/Ye	ar)	_X_ Form fi	led by One Rep	orting Person		ble Line)
·)	(State)	(Zip)			Tab	ble I - I	Non-D	erivative	Securit	ies Acqu	ired, Disp	osed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)		Date	Year) Exect	Execution Date, if any		Code (Instr. 8)		on 4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following Reported Transaction(s)		Ownership of Form:	7. Nature of Indirect Beneficial Ownership		
			(Mon	ui/Day/ i ea	ar)	Code	V	Amount	(A) or (D)	Price	(Instr. 3	and 4)			(Instr. 4)
n Stock		09/20/2006				S <sup>(1)</sup>		5,000	D	\$ 50.032	8 138,44	14		D (2)	
n Stock		09/20/2006	5			S <sup>(1)</sup>		5,000	11) 1	*	3 133,44	14		D (2)	
Report on a s	separate line	for each class	of securities	beneficiall	y ow:	ned dir	ectly o	or indirect	ly.						
							СО	ntained i	in this	form ar	e not req	uired to re	spond unle	ess	1474 (9-02)
		Tal						-			•	l			
	Date	Execution D any	eemed tion Date, if	Code		of		and Expiration Date (Month/Day/Year) Am Und		Title and count of derlying urities str. 3 and		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect)	Beneficia Ownershi (Instr. 4)	
											Amount				
	nd Address of S MICHAE  S MICHAE  TH  WOOD VI  Security  Security  2.  Conversion or Exercise Price of Derivative	mid Address of Reporting F S MICHAEL E  (First) FIDDLER'S GREEN RTH (Street) WOOD VILLAGE, O (State)  Security  2. (Stock Report on a separate line Conversion or Exercise Price of Derivative  3. Transacti Date (Month/Day	and Address of Reporting Person SMICHAEL E  (First) (Middle) FIDDLER'S GREEN CIRCLE, SRTH  (Street)  WOOD VILLAGE, CO 80111  (State) (Zip)  Security 2. Transaction Date (Month/Day/  In Stock 09/20/2006  Tab  Conversion or Exercise Price of Derivative 1. Transaction Date (Month/Day/Year) Price of Derivative 1. Transaction Date (Month/Day/Year) (Month/Day/Year)	and Address of Reporting Person*  S MICHAEL E  REPORT OF THE PROPERTY OF THE P	2. Issuer Name RED ROBI [RRGB]  3. MICHAEL E  (First) (Middle) [RRGB]  3. Date of Earl 09/20/2006  RETH  (Street)  4. If Amendment Amendment of Execution Date (Month/Day/Year)  4. If Amendment of Execution Date (Month/Day/Year)  6. Stock  6. O9/20/2006  7. Stock  7. Table II - Derivative Section (Month/Day/Year)  8. Transaction Date (Execution Date, if Transaction Date (Month/Day/Year)  8. Table II - Derivative Section Date (Month/Day/Year)  9. Table II - Derivative Section Date (Execution Date, if Transaction Date (Month/Day/Year)  1. Conversion of Exercise Price of Derivative Section Date (Month/Day/Year)  1. Table II - Derivative Section Date (Month/Day/Year)  1. Table II - Derivative Section Date (Instr. 8)	and Address of Reporting Person*  B MICHAEL E  Comparison of Conversion of Exercise of Conversion Conversion of Exercise of Derivative Security  Conversion of Exercise (Month/Day/Year)  Conversion of Exercise (Month/Day/Year)  Conversion of Date (Month/Day/Year)  Conversion of Date (Month/Day/Year)  Conversion of Exercise (Month/Day/Year)  Conversion of Exercise (Month/Day/Year)  Code (Instr. 8)	and Address of Reporting Person*  A MICHAEL E  (First) (Middle) (RRGB]  3. Date of Earliest Transaction (99/20/2006)  (Street) 4. If Amendment, Date Or (Month/Day/Year)  (Street) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year)  (Stock 09/20/2006 SCII)  Table I - P. Code (Instr. 8)  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, or Exercise Price of Derivative Security  Table II - Derivative Securities Acquires (Month/Day/Year)  A Deemed Execution Date, if Order (e.g., puts, calls, warrants, and or Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, and or Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, and or Execution Date, if Order (Instr. 8)  Table II - Derivative Securities Acquires (A) or Dispose of (D)	Address of Reporting Person Semicondustrial Address of Reporting Person Semicondustrial RED ROBIN GOURMET [RRGB]  3. Date of Earliest Transaction (199/20/2006)  4. If Amendment, Date Original (199/20/2006)  4. If Amendment, Date Original (199/20/2006)  5. Table I - Non-Double (199/20/2006)  5. Table I - Non-Double (199/20/2006)  6. Security (199/20/2006)  6. Security (199/20/2006)  7. Table I - Non-Double (199/20/2006)  8. Transaction Date (199/20/2006)  8. Transaction Date (199/20/2006)  8. Table II - Derivative Securities Acquired (199/20/2006)  7. Table II - Derivative Securities Acquired (199/20/2006)  8. Table II - Derivative Securities Acquired (199/20/2006)  9. Table II - Derivative Securities Acquired (199/20/2006)  1. Table II - Derivative Securities Acquired (199/20/2006)	And Address of Reporting Person *  S MICHAEL E  O	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS II [RRGB]  3. Date of Earliest Transaction (Month/Day/Year) 99/20/2006  RETH  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Code (Instr. 8) (Instr. 3, 4 and 5 and	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC [RRGB]  3. Date of Earliest Transaction (Month/Day/Year)  WOOD VILLAGE, CO 80111  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  WOOD VILLAGE, CO 80111  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  And Code V Amount (D)  Price of Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  And Code V Amount (D)  Price of Derivative Securities Acquired, Disposed of, or Beneficial (Instr. 8)  And Experitation Date (Instr. 8)  Code (Instr. 8)  Price of Derivative Securities Acquired (A) or Disposed of (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (Instr. 8)  And Experitation Date (Instr. 8)  And Expiration Date (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  And Expiration Date (Instr. 8)  Code (Instr. 8)	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC RED ROBIN GOURMET BURGERS REPORT OF TRANSCION (Month/Day/Year)  8. Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS REPORT OF TRANSCION (Month/Day/Year) REPORTS Acquired (A) S. Aron or Disposed of (D) RED ROBIN GOURMET BURGERS REPORD AND ACCURATION (Month/Day/Year) REPORTS Acquired (A) S. Aron or Disposed of (D) RED ROBIN GOURMET BURGERS REPORT OF TRANSCION (Month/Day/Year) REPORTS Acquired (A) or Disposed of (D) RED ROBIN (Month/Day/Year) RED ROBIN GOURMET BURGERS REPORT OF TRANSCION (Month/Day/Year) RED ROBIN GOURMET BURGERS REPOTO (Month/Day/Year) RED ROBIN GOURMET BURGERS REPOTO (Month/Day/Year) RED ROBIN GOURME	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC RRGB]  3. Date of Earliest Transaction (Month/Day/Year) (Sureet)  4. If Amendment, Date Original Filed(Month/Day/Year) (Ober (Month/Day/Year) (Ober (Month/Day/Year) (Instr. 3, 4 and 5)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Stock  1	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC [Check all applied of the property o	2. Issuer Name and Ticker or Trading Symbol RED ROBIN GOURMET BURGERS INC [RRGB]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  (Street)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form (Instr. 4)  1. Stock  (D9/20/2006  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  1. Stock  (D9/20/2006  3. Date of Earliest Transaction (Month/Day/Year)  (Month/Day/Year)

### **Reporting Owners**

			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
WOODS MICHAEL E 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 NORTH GREENWOOD VILLAGE, CO 80111			SVP & Chief Knowledge Officer	

# **Signatures**

Attorney-in- Fact Annita Menogan		09/22/2006
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**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) The reported sale was effected pursuant to a trading plan established under Rule 10(b)5-1 and adopted by the reporting person on August 18, 2006.
- (2) These Common Stock shares are held by reporting owner and his wife as Joint Tenants in Common.

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.