

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 WOODS MICHAEL E		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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Senior Vice President / Chief Knowledge Officer			
(Last) 6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200 NORTH	(First) WOODS	(Middle) MICHAEL E	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2007		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) GREENWOOD VILLAGE, CO 80111			4. If Amendment, Date Original Filed (Month/Day/Year)				
(City) GREENWOOD VILLAGE, CO	(State) CO	(Zip) 80111	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3) Common Stock	2. Transaction Date (Month/Day/Year) 02/01/2007	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) S(1)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 2,000 D	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) \$ 35.86	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D (2)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Reporting Owners

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

Signatures

Attorney-in- Fact Annita Menogan		02/05/2007
<small>**Signature of Reporting Person</small>		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 12/01/2006.
- (2) These Common Stock shares are held by reporting owner and his wife as joint tenants.

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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