

# FORM 4

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

|   |           |
|---|-----------|
| OMB APPROVAL                                      |           |
| OMB Number:                                       | 3235-0287 |
| Estimated average burden<br>hours per response... | 0.5       |

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 *<br>ROTHE JAMES T                 |   | 2. Issuer Name and Ticker or Trading Symbol<br>RED ROBIN GOURMET BURGERS INC<br>[RRGB]  |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) <input type="checkbox"/> Other (specify below) |  |            |  |   |  |       |
|--|---|---|-----------------------------------|--|--|------------|--|---|--|-------|
| (Last) (First) (Middle)<br>6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200 NORTH |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/27/2010                          |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                             |  |            |  |   |  |       |
| (Street)<br>GREENWOOD VILLAGE, CO 80111                                    |   | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |                                   |  |  |            |  |   |  |       |
| (City) (State) (Zip)   |   | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                   |  |  |            |  |   |  |       |
| 1. Title of Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                                   | 3. Transaction Code<br>(Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |       |
|  |   |   | Code                              | V  | Amount   | (A) or (D) |  |   |  | Price |
| Common Stock   | 05/27/2010                              |   | A                                 |  | 3,187<br>(1)   | A          | \$ 0   | 8,762 (2)   | D  |       |

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.**

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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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|---|---|---|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date |  |   |   |   |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |   |   |   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROTHE JAMES T<br>6312 S. FIDDLER'S GREEN CIRCLE<br>SUITE 200 NORTH<br>GREENWOOD VILLAGE, CO 80111 | X             |           |         |       |

## Signatures

|  |  |            |
|--|--|------------|
| /s/ Attorney-in-Fact Annita M. Menogan |  | 06/01/2010 |
| 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).

- Represents a grant of restricted stock units under the issuer's Amended and Restated 2007 Equity Incentive Plan. Each restricted stock unit, once vested, will entitle the reporting person to receive one share of the issuer's common stock. The units are scheduled to vest in three equal installments on the first, second and third anniversaries of the date of grant, and the shares underlying the units will be distributed to the reporting person in three equal installments on the third, fourth and fifth anniversaries of the date of grant, unless earlier per the terms of the award agreement.
- (1)
- (2) Includes (a) 709 shares of restricted stock issued under the issuer's Amended and Restated 2007 Performance Incentive Plan that are subject to vesting and forfeiture restrictions, and (b) 3,187 restricted stock units.

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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