FORM 4	ŀ
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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).

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

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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

(rrint of Type Responses)											
1. Name and Address of Reporting Per HILL LLOYD L	rson [*]	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) 				
(Last) (First) 6312 S. FIDDLER'S GREEN C	(Middle) CIRCLE, #200N	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010									
(Street) GREENWOOD VILLAGE, CO	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)	Tal	ole I - Non-	-Deri	ivative Se	curities	s Acqu	ired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	tion	(A) or Disposed of (D)		of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D)	Beneficial Ownership	
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	05/27/2010		А		3,187 (1)	А	\$ 0	3,187	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 SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	n N	Numb	er	and Expiration	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	0	of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Γ	Deriva	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				S	Securi	ties			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				Α	Acqui	red			4)			Following	Direct (D)	
					(.	A) or							Reported	or Indirect	
					Γ	Dispos	sed						Transaction(s)	(I)	
					0	of (D)							(Instr. 4)	(Instr. 4)	
						Instr.									
					4	l, and	5)								
											Amount				
								D. (г ·		or				
								Date Exercisable	Expiration Date	Title	Number				
								Exercisable	Date		of				
				Code V	/ ((A)	(D)				Shares				

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
HILL LLOYD L 6312 S. FIDDLER'S GREEN CIRCLE, #200N GREENWOOD VILLAGE, CO 80111	Х							

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.

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.