Howell Richard J Form 4 December 10, 2009

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if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Howell Richard J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RED ROBIN GOURMET **BURGERS INC [RRGB]**

(Check all applicable)

6312 S. FIDDLER'S GREEN

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Middle)

12/08/2009

(Month/Day/Year)

below)

CIRCLE, SUITE 200 N

(First)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

GREENWOOD VILLAGE, CO 80111

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Last)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Code V Amount (D)

or Price

(A)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Common Stock

12/08/2009

P (1)

2,000 15.6499

 $7,375 \stackrel{(2)}{=}$

 $D^{(3)}$

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)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Howell Richard J 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 N GREENWOOD VILLAGE, CO 80111	X						

Signatures

Attorney-in-Fact Annita M.
Menogan
12/10/2009

**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 purchased shares will be held by the reporting person in joint tenancy with his wife.
- (2) Includes (a) 625 shares of common stock held directly by the reporting person, and (b) 750 shares of restricted stock that are subject to vesting and were issued to the reporting person under the issuer's Amended and Restated 2007 Performance Incentive Plan.
- (3) Includes 6,000 shares of common stock held by the reporting person in joint tenancy with his wife.

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.

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