Linton-Smith Susan Form 4 February 26, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Linton-Smith Susan

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)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

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

6312 S. FIDDLER'S GREEN

(First)

(Street)

(State)

02/24/2010

Chief Marketing Officer

CIRCLE, #200 N

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

below)

GREENWOOD VILLAGE, CO 80111

(City)

(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
		3.				5. Amount of	6. Ownership		
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
	any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial		
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
						Transaction(s)			
		Code V	Amount		Price	(Instr. 3 and 4)			
				` /					
02/24/2010		F	279 (1)	D	3 0.00	8,599	D		
			_		20.09	ŕ			
02/26/2010		F	233 (2)	D	\$ 19.83	8,366 (3)	D		
	2. Transaction Date (Month/Day/Year) 02/24/2010	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 02/24/2010	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) Code V 02/24/2010 F	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, (Month/Day/Year) Code (Instr. 3, Code V Amount Page 102/24/2010 F 279 (1)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) (02/24/2010) F 279 (1) D	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price F 279 (1) D \$20.09	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Price 1279 (1) D \$ 8,599	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership Form: Direct Form: Direct Owned Indirect (I) Following (Instr. 4) Following (Instr. 4) Owned Indirect (I) Following (Instr. 4) Owned Indirect (I) Following (Instr. 3 and 4) Owned Indirect (I) Following (Instr. 3 and 4) Owned Indirect (I) Owned Owned Indirect (I) Owned Owned	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Linton-Smith Susan 6312 S. FIDDLER'S GREEN CIRCLE #200 N GREENWOOD VILLAGE, CO 80111			Chief Marketing Officer			

Signatures

/s/ Attorney-in-Fact Annita M. 02/26/2010 Menogan

> **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).
- In connection with the vesting of 750 shares of restricted stock which were granted on February 24, 2009 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person transferred 279 of such shares to the issuer to satisfy her tax withholding obligations. The sale was approved by the issuer's compensation committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act") and, as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.
- In connection with the vesting of 625 shares of restricted stock which were granted on February 26, 2008 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person transferred 233 of such shares to the issuer to satisfy her tax withholding obligations. The sale was approved by the issuer's compensation committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act") and, as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.
- Includes 3,500 shares of restricted stock issued under the issuer's Amended and Restated 2007 Performance Incentive plan that are subject **(3)** to vesting and forfeiture restrictions.

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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