

Shapiro Jonathan  
Form 4  
January 03, 2011

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shapiro Jonathan

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) (Middle)  
115 S. LASALLE ST., 27TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
12/29/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of 10% Owner Group (a)

(Street)  
CHICAGO, IL 60603

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001	12/29/2010		P	575	A	\$ 21.72 <sup>(1)</sup>	575 D
Common Stock, par value \$0.001	12/30/2010		P	480	A	\$ 21.66 <sup>(2)</sup>	1,055 I

By Kovitz Mgmt. Corp. Employee Retirement Plan <sup>(3)</sup>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 (Instr. 3 and 4)
				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

Shapiro Jonathan  
115 S. LASALLE ST., 27TH FLOOR  
CHICAGO, IL 60603

Member of 10% Owner Group (a)

## Signatures

By: /s/ Jonathan A. Shapiro                      01/03/2011

\_\_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 price reported in column four is a weighted average price for the shares which were purchased in multiple transactions at prices ranging from \$21.67 to \$21.88. The reporting person undertakes to provide to Red Robin Gourmet Burgers, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- (2) The price reported in column four is a weighted average price for the shares which were purchased in multiple transactions at prices ranging from \$21.64 to \$21.68. The reporting person undertakes to provide to Red Robin Gourmet Burgers, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

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- (3) Shapiro is a trustee of Kovitz Investment Group's employee retirement plan (the "Retirement Plan") and, accordingly, may be deemed to be the indirect beneficial owner of shares owned by the Retirement Plan. Shapiro specifically disclaims beneficial ownership of any securities beneficially owned by the Retirement Plan except to the extent of his pecuniary interest therein.

### **Remarks:**

(a) Jonathan A. Shapiro ("Shapiro") is the Vice President and Co-Chief Investment Officer of Kovitz Investment Group, LLC

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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