Shapiro Jonathan Form 4 January 03, 2011

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

RED ROBIN GOURMET

Symbol

1(b).

(Print or Type Responses)

Shapiro Jonathan

1. Name and Address of Reporting Person *

BURGERS INC [RRGB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) 115 S. LASALLE ST., 27TH 12/29/2010 Member of 10% Owner Group (a) **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60603 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Price Code V Amount (D) Common \$ Stock, par 12/29/2010 P 575 A 21.72 575 D value (1) \$0.001 By Kovitz Common Mgmt. \$ Corp. Stock, par 12/30/2010 P 480 21.66 1.055 I Α value Employee (2) Retirement \$0.001 Plan (3)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

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

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SEC 1474 (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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	rcisable and 7. Tit		le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	tion Date, if TransactionNumber Expiration Date Code of (Month/Day/Year)		Expiration Da	ate Amou		int of	Derivative	J
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8)		Derivative	Derivative			ities	(Instr. 5)]
	Derivative				Securities Acquired			(Instr.	3 and 4)		(
	Security										J
				(A) or							J
					Disposed						7
				of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration	Title	Number		
								of			
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

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

Date

Person

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).
- 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 (1) 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.
- 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 **(2)** 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.

Reporting Owners 2

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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. 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.