

RED ROBIN GOURMET BURGERS INC
 Form 4
 March 07, 2014

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 *
 HOUSEMAN ERIC

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)
 6312 S. FIDDLER'S GREEN
 CIRCLE, SUITE 200N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

GREENWOOD
 VILLAGE, CO 80111

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/05/2014		M	2,000 A \$ 14.93	43,459	D	
Common Stock	03/05/2014		M	903 A \$ 35.46	44,362	D	
Common Stock	03/05/2014		M	3,113 A \$ 34.71	47,475	D	
Common Stock	03/05/2014		S	6,016 D \$ 75.04	41,459 ⁽²⁾	D	

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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.93	03/05/2014		M	2,000	<u>(3)</u> 02/24/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 35.46	03/05/2014		M	903	<u>(4)</u> 02/21/2022	Common Stock	903
Employee Stock Option (Right to Buy)	\$ 34.71	03/05/2014		M	3,113	<u>(5)</u> 06/24/2021	Common Stock	3,113

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUSEMAN ERIC 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111			President and COO	

Signatures

/s/ Michael L. Kaplan,
Attorney-in-Fact

03/07/2014

__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 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$74.75 to \$75.24, inclusive. The reporting person undertakes to provide to 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 sold at each separate price within the range set forth in this footnote.

(2) Includes 4,098 restricted stock units subject to vesting and forfeiture restrictions.

(3) The option is fully vested.

(4) The option exercised is a portion of the grant to the reporting person made on 2/21/2012 under the issuer's Second Amended and Restated 2007 Performance Incentive Plan. 25% of the option vests on each of the first, second, third and fourth anniversaries of the grant. As of March 5, 2014, 4,010 shares of common stock underlying the option had vested.

(5) The option exercised is a portion of the grant to the reporting person made on 6/24/2011 under the issuer's Second Amended and Restated 2007 Performance Incentive Plan. 25% of the option vested on 6/24/2012, and thereafter 75% of the option vests in 36 substantially equal monthly installments, with the first installment vesting on 7/24/2012 and an additional installment vesting on the same day of each of the 35 months thereafter. As of March 5, 2014, 6,227 shares of common stock underlying the option had vested.

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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