

Scherping Katherine Lee
 Form 4
 February 13, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Scherping Katherine Lee

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

6312 S. FIDDLER'S GREEN
 CIRCLE, # 200 N

(Street)

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

GREENWOOD
 VILLAGE, CO 80111

(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)
				(A) or (D)	Amount		Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 60.98	02/11/2009		D		<u>(1)</u>	06/17/2015	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 41.45	02/11/2009		D		<u>(3)</u>	02/22/2016	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 39.01	02/11/2009		D		<u>(5)</u>	02/27/2017	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 35.89	02/11/2009		D		<u>(7)</u>	02/26/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scherping Katherine Lee 6312 S. FIDDLER'S GREEN CIRCLE # 200 N GREENWOOD VILLAGE, CO 80111			Chief Financial Officer	

Signatures

Attorney-in-Fact Annita M. Menogan
02/13/2009

**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) 25% of the option vested as of June 17, 2006, and thereafter 75% of the option vested in 36 substantially equal monthly installments, with the first installment vesting on the same day of the month following the month in which the first anniversary of the award date occurred and an additional installment vesting on the same day of each of the 35 months thereafter. As of February 11, 2009, 13,438 shares of common stock underlying this option had vested.

(2) On February 11, 2009, the issuer cancelled the reporting person's options that were tendered for cash in the aggregate amount of \$126,800.00 (less tax withholdings). Such cancellation was made pursuant to the issuer's tender offer statement filed on Schedule TO (the "Schedule TO") dated January 14, 2009, as filed with the Securities and Exchange Commission (the "SEC") on January 14, 2009, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on January 27, 2009.

(3) 25% of the option vested as of February 22, 2007, and thereafter 75% of the option vested in 36 substantially equal monthly installments, with the first installment vesting on the same day of the month following the month in which the first anniversary of the award date occurred and an additional installment vesting on the same day of each of the 35 months thereafter. As of February 11, 2009, 7,292 shares of common stock underlying this option had vested.

(4) See Footnote No. 2 of this Form 4.

(5) 25% of the option vested as of February 27, 2008, and thereafter 75% of the option vested in 36 substantially equal monthly installments, with the first installment vesting on the same day of the month following the month in which the first anniversary of the award date occurred and an additional installment vesting on the same day of each of the 35 months thereafter. As of February 11, 2009, 11,980 shares of common stock underlying this option had vested.

(6) See Footnote No. 2 of this Form 4.

(7) 25% of the option would have vested as of February 26, 2009, and thereafter 75% of the option would have vested in 36 substantially equal monthly installments, with the first installment vesting on the same day of the month following the month in which the first anniversary of the award date would have occurred and an additional installment vesting on the same day of each of the 35 months thereafter. As of February 11, 2009, no shares of common stock underlying this option had vested.

(8) See Footnote No. 2 of this Form 4.

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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