

MEXICAN RESTAURANTS INC

Form 3

June 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

DENVER CARA

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/23/2006

3. Issuer Name and Ticker or Trading Symbol

MEXICAN RESTAURANTS INC [CASA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. 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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

545,306 ⁽¹⁾

I

By D3 Family Fund LP

Common Stock

106,665 ⁽¹⁾

I

By D3 Family Bulldog Fund LP

Common Stock

222,770 ⁽¹⁾

I

By D3 Family Retirement Fund LP

Common Stock

48,224 ⁽¹⁾

I

By D3 Children's Fund LP

Common Stock

269,991 ⁽¹⁾

I

By D3 Offshore Fund LP

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	04/30/2000	02/28/2010	Common Stock	1,500 <u>(1)</u>	\$ 3.5	I	By D3 Family Fund LP
Stock Option (right to buy)	07/23/2000	05/23/2010	Common Stock	2,000 <u>(1)</u>	\$ 3	I	By D3 Family Fund LP
Stock Option (right to buy)	10/22/2000	08/22/2010	Common Stock	1,600 <u>(1)</u>	\$ 3.5	I	By D3 Family Fund LP
Stock Option (right to buy)	01/14/2001	11/14/2010	Common Stock	1,500 <u>(1)</u>	\$ 2.5	I	By D3 Family Fund LP
Stock Option (right to buy)	04/15/2001	02/13/2011	Common Stock	1,500 <u>(1)</u>	\$ 2.77	I	By D3 Family Fund LP
Stock Option (right to buy)	07/17/2001	05/17/2011	Common Stock	1,700 <u>(1)</u>	\$ 2.75	I	By D3 Family Fund LP
Stock Option (right to buy)	09/29/2001	07/30/2011	Common Stock	1,500 <u>(1)</u>	\$ 3	I	By D3 Family Fund LP
Stock Option (right to buy)	12/24/2001	10/24/2011	Common Stock	1,500 <u>(1)</u>	\$ 2.63	I	By D3 Family Fund LP
Stock Option (right to buy)	02/04/2002	12/05/2011	Common Stock	1,600 <u>(1)</u>	\$ 2.7	I	By D3 Family Fund LP
Stock Option (right to buy)	04/27/2002	02/25/2012	Common Stock	1,600 <u>(1)</u>	\$ 3.47	I	By D3 Family Fund LP
Stock Option (right to buy)	07/29/2002	05/28/2012	Common Stock	1,500 <u>(1)</u>	\$ 4.02	I	By D3 Family Fund LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607	X	X	X	X

Signatures

Cara Denver 06/02/2006

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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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