MEXICAN RESTAURANTS INC Form SC 13D/A July 06, 2006

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 13)

MEXICAN RESTAURANTS, INC. (CASA) (Name of Issuer)

Common Stock (Title of Class of Securities)

> 14712P104 (CUSIP Number)

David Nierenberg The D3 Family Funds 19605 NE 8th Street Camas, WA 98607 (360) 604-8600

With a copy to:

Henry Lesser, Esq. DLA Piper Rudnick Gray Cary US LLP 2000 University Avenue East Palo Alto, CA 94303 (650) 833-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 30, 2006 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box $|_{-}|$.

-	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON		
	The D3 Family Fund, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
		(a)	X
		(b)	_
3	SEC USE ONLY		

4	SOURCE OF	FUN	DS*	
	WC			
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)	_
6	CITIZENSH	IIP O	R PLACE OF ORGANIZATION	
	Washingto	n		
		7	SOLE VOTING POWER	
			236,267 Common shares (7.0%)	
	UMBER OF	8	SHARED VOTING POWER	
BENI	SHARES EFICIALLY		0	
10	WNED BY EACH	 9	SOLE DISPOSITIVE POWER	
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	WITH	 10	SHARED DISPOSITIVE POWER	
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13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	35.5%			
14	TYPE OF F	EPOR	TING PERSON*	
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	The D3 Fa	mily	Retirement Fund, L.P.	
2	CHECK THE	APP	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) X (b) _

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	S.S. OR I	.R.S.	IDENTIFICATION NOS. OF ABOVE PERSON			
	The DIII	Offsl	nore Fund, L.P.			
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		X _	
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6	CITIZENSH Bahamas	IP OF	R PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER			
			269,991 common shares (8.0%)			
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			*SEE INSTRUCTIONS BEFORE FILLING OUT!			

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	The D3 Fa	mily	Bulldog Fund, L.P.			
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		X _	
3	SEC USE O	NLY				
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5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)		_	
6	CITIZENSH Washingto		R PLACE OF ORGANIZATION			
		/	SOLE VOTING POWER			
			686,698 common shares (20.5%)			
	JMBER OF SHARES EFICIALLY WNED BY	8	SHARED VOTING POWER			
			0			
	EACH	9	SOLE DISPOSITIVE POWER			
	PERSON		686,698			
	WITH	10	SHARED DISPOSITIVE POWER			
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 11	AGGREGATE	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERS	 ON		
			ting person listed on this page, 686,698; for group, 1,192,956 shares (35.5%)	all ı	reporting	3
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13	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	35.5%					
14	TYPE OF R		TING PERSON*			
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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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	Nierenber	g Inv	vestment Management Company, Inc.		
2	CHECK THE	APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		X _
3	SEC USE O	NLY			
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14	TYPE OF R	EPORI	ING PERSON*		
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	Nierenber	g Inv	restment Management Offshore, Inc.		
2	CHECK THE	APPF	COPRIATE BOX IF A MEMBER OF A GROUP*		
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	Bahamas				
		7	SOLE VOTING POWER		
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BENE	SHARES EFICIALLY		269,991 common shares (8.0%)		
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			269,991 common shares		
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			ing person listed on this page, 269,991; for group, 1,192,956 shares (35.5%)	all r	reporting
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	35.5%
14	TYPE OF REPORTING PERSON*
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	*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 13 to Schedule 13D (this "Amendment") amends the below-indicated items from the Schedule 13D previously filed by or on behalf of the undersigned parties (the "Reporting Persons"), as previously amended (the "Schedule 13D"), by supplementing such Items with the information below:

Item 2. Identity and Background

The D3 Funds, which are identified in response to Item 4, are Washington State limited partnerships (except for the DIII Offshore Fund, L.P., which is a Bahamian limited partnership). The D3 Funds are filing this Amendment, together with: Nierenberg Investment Management Company, Inc., a Washington State corporation, which is the general partner of all of the D3 Funds except the DIII Offshore Fund, L.P.; and Nierenberg Investment Management Offshore, Inc., a Bahamian corporation, which is the general partner of the DIII Offshore Fund, L.P., and is a wholly-owned subsidiary of Nierenberg Investment Management Company, Inc.

Item 3. Source and Amount of Funds or Other Consideration

Reference is made to Item 4 of this Amendment, which is incorporated by reference in response to this Item.

Item 4. Purpose of Transaction

Effective June 30, 2006, four of the D3 Funds, namely (i) the D3 Family Fund, L.P., (ii) the D3 Bulldog Fund, L.P., (iii) the D3 Children's Fund, L.P., and (iv) the D3 Family Retirement Fund, L.P., (collectively the "Participating Funds") effected a consolidation of their respective assets and operations (the "Consolidation"). The Consolidation was implemented through a series of simultaneous transactions approved by the constituent partners of each of the Participating Funds, including the following: (i) approximately 80% of the fair market value of the assets of D3 Family Fund were transferred and contributed to D3 Bulldog Fund; (ii) all of the assets of D3 Children's Fund were transferred and contributed in separate parts to each of D3 Bulldog Fund and D3 Family Fund; and (iii) all of the assets of D3 Retirement Fund were transferred and contributed in separate parts to each of D3 Bulldog Fund and D3 Family Fund. To the extent the transferred and contributed assets of the Participating Funds consisted of any shares of the class previously reported on the Schedule 13D as being beneficially owned by any such Participating Fund (the "Shares"), for all purposes and transactions involved in the Consolidation the Shares were valued at fair market value as represented by the (closing price) as at June 30, 2006 and treated as having been re-allocated internally amongst the Participating Funds at the fair market value.

As a result of the Consolidation, each of D3 Children's Fund and D3 Retirement Fund no longer beneficially owns any Shares, and correspondingly, the number of Shares owned beneficially by each of D3 Family Fund and D3 Bulldog

Fund has increased. After giving effect to the Consolidation, the aggregate beneficial ownership of Shares by the Participating Funds and their respective general partners has not changed. Further, the Consolidation did not include or involve the fifth fund, DIII Offshore Fund, L.P. Accordingly, after giving effect to the Consolidation, the aggregate beneficial ownership of Shares on the part of all filing persons as a group has not changed.

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Also see Item 5 of this Amendment.

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 1,192,956 common shares, constituting approximately 35.5% of the outstanding Shares.

(c) As a result of the Consolidation, including any internal re-allocation of Shares amongst the Participating Funds as described in Item 4 of this Amendment (which is incorporated by reference in response to this Item 5), the following transfers of Shares among the D3 Family Funds may be deemed to have occurred, the transaction date of all such transfers being June 30, 2006.

D3 Children's Fund: transferred 48,224 Shares, constituting all of its Shares

D3 Family Fund: number of Shares decreased from 545,306 to 236,267 representing approximately 7.0% of the outstanding Shares

D3 Bulldog Fund: number of Shares increased from 106,665 to 686,698 representing approximately 20.5% of the outstanding Shares

(d) On June 30, 2006, D3 Children's Fund and D3 Retirement Fund ceased to be the direct beneficial owners of any Shares and ceased to be members of a filing group with the other three Funds.

Item 6. Contracts, Arrangements, Understandings or Relationships with the Issuer

Exhibit 1 to this Amendment is hereby incorporated by reference in response to this item.

Also see Item 4 of this Amendment.

Item 7. Material to be filed as Exhibits

Exhibit 1 to this Amendment is the form of document used to effect the transfer of (among other assets) Shares pursuant to the consolidation.

Exhibit 2 to this Amendment is the joint filing agreement pursuant to which all of the filing persons have authorized the filing of this Amendment as a group.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct. D3 Family Fund, L.P., D3 Bulldog Fund, L.P., D3 Children's Fund, L.P., and D3 Family Retirement Fund, L.P. By: Nierenberg Investment Management Company, Inc. Its: General Partner July 05, 2006 By: /s/ David Nierenberg _____ David Nierenberg, President DIII Offshore Fund, L.P. By: Nierenberg Investment Management Offshore, Inc. Its: General Partner July 05, 2006 By: /s/ David Nierenberg _____ David Nierenberg, President Nierenberg Investment Management Company, Inc. July 05, 2006 By: /s/ David Nierenberg _____ David Nierenberg, President Nierenberg Investment Management Offshore, Inc. By: /s/ David Nierenberg July 05, 2006 _____ David Nierenberg, President

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