

Menogan Annita M
Form 4
February 25, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Menogan Annita M

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)
02/21/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Legal Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/21/2013 | | F | 94 ⁽¹⁾ | D \$ 41.82 | 16,860 | D |
| Common Stock | 02/22/2013 | | M | 500 | A \$ 34.71 | 17,360 | D |
| Common Stock | 02/22/2013 | | M | 500 | A \$ 35.46 | 17,860 | D |
| Common Stock | 02/22/2013 | | S | 1,000 | D \$ 42.73 | 16,860 ⁽³⁾ | 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) | \$ 34.71 | 02/22/2013 | | M | 500 | <u>(4)</u> 06/24/2021 | Common Stock | 500 |
| Employee Stock Option (Right to Buy) | \$ 35.46 | 02/22/2013 | | M | 500 | <u>(5)</u> 02/21/2022 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Menogan Annita M 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111 | | | Chief Legal Officer | |

Signatures

/s/ Annita M.
Menogan

02/25/2013

**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).

In connection with the vesting of 296 time-based restricted stock units, which were granted on February 21, 2012 under the issuer's Second Amended and Restated 2007 Performance Incentive Plan, the reporting person sold 94 of such shares to the issuer to satisfy her

(1) tax withholding obligations. The sale was approved by the issuer's Compensation Committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act"), and as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.

The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.709 to \$42.76, 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)

(3) Includes 6,380 restricted stock units and 750 shares of restricted stock that are subject to vesting and forfeiture restrictions.

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 vest in 36 substantially equal

(4) 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 36 months thereafter. As of February 22, 2013, 2,003 shares of common stock underlying the option had vested.

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

(5) 2007 Performance Incentive Plan. 25% of the option vests on each of the first, second, third and fourth anniversaries of the grant. As of February 22, 2013, 1,403 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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