

MEXICAN RESTAURANTS INC

Form 4

December 02, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nierenberg Investment Management
Company, Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
MEXICAN RESTAURANTS INC
[CASA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2009

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

CAMAS, WA 98607

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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	12/01/2009		S		236,267 (1)	D \$ 2 0	I By The D3 Family Fund, LP
Common Stock	12/01/2009		S		686,698 (1)	D \$ 2 0	I By The D3 Family Bulldog Fund, LP
Common Stock	12/01/2009		S		269,991 (1)	D \$ 2 0	I By The DIII Offshore Fund, LP

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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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607		X		
Nierenberg Investment Management Offshore Inc. 19605 NE 8TH STREET CAMAS, WA 98607		X		
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
DIII Offshore Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.
(NIMCO)

12/02/2009

****Signature of Reporting Person**

Date _____

David Nierenberg, President, Nierenberg Investment Management Offshore, Inc. (NIMO)

12/02/2009

Signature of Reporting Person

Date _____

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP

12/02/2009

****Signature of Reporting Person**

Date _____

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP

12/02/2009

****Signature of Reporting Person**

Date _____

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, LP

12/02/2009

****Signature of Reporting Person**

Date _____

David Nierenberg

12/02/2009

****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) Each of the reporting persons 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.