Linton-Smith Susan Form 4 February 13, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Linton-Smith Susan

(First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading

Symbol

RED ROBIN GOURMET **BURGERS INC [RRGB]** 

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original

02/11/2009

Filed(Month/Day/Year)

X\_ Officer (give title below) below) Chief Marketing Officer

Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Issuer

**GREENWOOD** VILLAGE, CO 80111

1. Title of

Security (Instr. 3)

(City) (State)

(Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Linton-Smith Susan - Form 4

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. Transact Code (Instr. 8)	Sector Acquired or D	urities uired (A) Disposed of tr. 3, 4,	6. Date Exer Expiration D (Month/Day,	ate	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)	\$ 40.13	02/11/2009		D		15,000	<u>(1)</u>	05/01/2017	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 35.89	02/11/2009		D		10,000	(3)	02/26/2018	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
toporting of their runter, runteress	Director	10% Owner	Officer	Other			
Linton-Smith Susan 6312 S. FIDDLER'S GREEN CIRCLE #200 N GREENWOOD VILLAGE, CO 80111			Chief Marketing Officer				

# **Signatures**

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

\*\*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 May 1, 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, 6,563 shares of common stock underlying the option had vested.
- On February 11, 2009, the issuer cancelled the reporting person's options that were tendered for cash in the aggregate amount of \$59,300.00 (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)** 

Reporting Owners 2

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25% of the options would have vested as of February 26, 2009, and thereafter 75% of the option would have vested in 36 substantially equal monthly installments.

(4) 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. 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.