

MEXICAN RESTAURANTS INC
 Form 4
 December 02, 2009

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

OMB APPROVAL
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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

(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 or 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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(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 (Instr. 6)
				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.