

Menogan Annita M
Form 4
February 26, 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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2009

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

(Street)
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/24/2009 | | A | (A) or (D) V Amount Price 3,000 (1) A \$ 0 | 5,834 | D | |
| Common Stock | 02/26/2009 | | P | (A) or (D) V Amount Price 4,770 D \$ 13.99 (2) | 10,604 (3) | D | |

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

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number.

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) | \$ 14.93 | 02/24/2009 | | A | 8,000 | (4) 02/24/2019 | Common Stock | 8,000 |

Reporting Owners

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

Signatures

Annita M. 02/26/2009
Menogan

__Signature of Date
Reporting Person

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).

On February 24, 2009, the reporting person was issued 3,000 shares of restricted stock under the issuer's 2007 Amended and Restated Performance Incentive Plan. The restricted stock will vest in four equal installments on each of the first four anniversaries of the grant date, so that the restricted stock will be fully vested on February 24, 2013.

(2) The price reflected in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.95 to \$14.02, inclusive. The reporting person undertakes to provide 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 purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) Includes 5,500 shares of restricted stock that is subject to vesting and was issued to the reporting person under the issuer's 2007 Amended and Restated Performance Incentive Plan.

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- 25% of the option vests on the first anniversary of the grant date, and thereafter 75% of the option will vest in 36 substantially equal
- (4) monthly installments with the first installment vesting on the 24th day of the 13th month following the award date and an additional installment vesting on the 24th day of each of the 35 months thereafter.

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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