

RED ROBIN GOURMET BURGERS INC  
 Form 4  
 March 02, 2015

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Howell Richard J

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)  
 02/26/2015

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

GREENWOOD  
 VILLAGE, CO 80111  
 (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  
 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. 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                    | 02/26/2015                           |  | M                  | 500 A   | \$ 42.09 19,953   | D  |  |
| Common Stock                    | 02/26/2015                           |  | M                  | 2,000 A   | \$ 42.93 21,953   | D  |  |
| Common Stock                    | 02/26/2015                           |  | S                  | 2,500 D   | \$ 83.82 19,453 <sup>(1)</sup>  | D  |  |
| Common Stock                    | 02/27/2015                           |  | S                  | 400 D   | \$ 84 0   | I  | See footnote <sup>(2)</sup>                  |

|                 |            |  |   |     |   |       |   |  |   |                        |
|-----------------|------------|--|---|-----|---|-------|---|--|---|------------------------|
| Common<br>Stock | 02/27/2015 |  | S | 400 | D | \$ 84 | 0 |  | I | See<br>footnote<br>(3) |
|-----------------|------------|--|---|-----|---|-------|---|--|---|------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 42.09   | 02/26/2015                           |  | M                              | 500   | (4) 06/01/2016   | Common Stock  | 500                           |
| Employee Stock Option (Right to Buy)       | \$ 42.93   | 02/26/2015                           |  | M                              | 2,000   | (4) 05/31/2017   | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Howell Richard J<br>6312 S. FIDDLER'S GREEN CIRCLE<br>SUITE 200N<br>GREENWOOD VILLAGE, CO 80111 | X             |           |         |       |

## Signatures

/s/ Michael L. Kaplan,  
Attorney-in-Fact

03/02/2015

\_\_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) Includes 4,048 restricted stock units that are subject to vesting and forfeiture restrictions.
  - (2) The shares were held indirectly by the Christina Marie Howell Trust.
  - (3) The shares were held indirectly by the David Christopher Howell Trust.
  - (4) The option is fully vested.

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.