

MULLEN DENNIS B  
Form 4  
February 13, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
MULLEN DENNIS B

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2009

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

(Street)

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

GREENWOOD  
VILLAGE, CO 80111

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  | Price                             |

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)**

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| 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) |                 |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 55.16   | 02/11/2009                           |  | D                              |   | 5,000  |     | <u>(1)</u>  | 06/02/2015      | Common Stock | 5,000                |
| Employee Stock Option (Right to Buy)       | \$ 45.79   | 02/11/2009                           |  | D                              |   | 100,000  |     | <u>(3)</u>  | 08/25/2015      | Common Stock | 100,000              |
| Employee Stock Option (Right to Buy)       | \$ 41.45   | 02/11/2009                           |  | D                              |   | 30,000   |     | <u>(5)</u>  | 02/22/2016      | Common Stock | 30,000               |
| Employee Stock Option (Right to Buy)       | \$ 39.01   | 02/11/2009                           |  | D                              |   | 50,000   |     | <u>(7)</u>  | 02/27/2017      | Common Stock | 50,000               |
| Employee Stock Option (Right to Buy)       | \$ 35.89   | 02/11/2009                           |  | D                              |   | 25,000   |     | <u>(9)</u>  | 02/26/2018      | Common Stock | 25,000               |

## Reporting Owners

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

## Signatures

Attorney-in-Fact Annita M.  
Menogan

02/13/2009

\_\_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) These options vested and became fully exercisable in equal monthly installments over the 12-month period following the date of grant. As of February 11, 2009, 5,000 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 \$412,550.00 (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.
- (2) The option vested as to the 1/24th of the total number of shares of common stock underlying the option on September 25, 2005. The remaining number of shares vested in 23 substantially equal monthly installments beginning on October 25, 2005. As of February 11, 2009, 100,000 shares of common stock underlying the option had vested.
- (3) See Footnote No. 2 of this Form 4.
- (4) 25% of the option vested as of February 22, 2007, 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, 21,875 shares of common stock underlying the option had vested.
- (5) See Footnote No. 2 of this Form 4.
- (6) 25% of the option vested as of February 27, 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, 23,958 shares of common stock underlying the option had vested.
- (7) See Footnote No. 2 of this Form 4.
- (8) 25% of the option would have vested on February 26, 2009, and thereafter 75% of the option would have vested in 36 substantially equal monthly installments.
- (9) See Footnote No. 2 of this Form 4.
- (10) 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.

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