

SNYDER MICHAEL J

Form 4

May 27, 2005

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SNYDER MICHAEL 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 200 N

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/27/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO/President

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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  
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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 or Number of Shares
Prepaid Variable Share Forward	<u>(1)</u>	05/25/2005		J/K	<u>(1)</u>	150,000		<u>(1)</u>	<u>(1)</u>	Common Stock	150,000
Prepaid Variable Share Forward	<u>(1)</u>	05/25/2005		J/K	<u>(1)</u>	150,000		<u>(1)</u>	<u>(1)</u>	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER MICHAEL J 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 N GREENWOOD VILLAGE, CO 80111	X		CEO/President	

## Signatures

/s/ James P. McCloskey, Attorney  
in Fact

05/27/2005

\_\_\_\_\_\*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) The reporting person entered into a pre-paid variable share forward contract on May 25, 2005 relating to 300,000 shares of common stock (the "Common Stock") of Red Robin Gourmet Burgers, Inc. At this time, the price to be received by the reporting person and certain other terms have not been finally established. Upon finalization of the contract, the reporting person will be paid an amount in cash and will agree to deliver a 150,000 of the shares of the Common Stock in each of November 2006 and May 2007 (or an earlier date if the contract is terminated early) pursuant to formula to be established upon completion of the contract. The reporting person will file an amendment to this Form 4 setting forth the specific terms of the transaction upon finalization of the transaction.

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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