

RED ROBIN GOURMET BURGERS INC
 Form 4
 September 02, 2005

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 *
 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 FIDDLER'S GREEN
 CIRCLE, SUITE 200N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2005

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

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 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			
Comon Stock	08/31/2005		M	38,750	A \$ 14.98	1,187,569	D	
Comon Stock	08/31/2005		M	23,750	A \$ 26.81	1,211,319	D	
Comon Stock	08/31/2005		M	5,833	A \$ 27.2	1,217,152	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.98	01/29/2003		A	60,000	01/29/2004	01/29/2013	Common Stock	60,000
Stock Option	\$ 26.81	01/28/2004		A	60,000	01/28/2005	01/28/2014	Common Stock	60,000
Stock Option	\$ 27.2	06/02/2004		A	20,000	06/02/2005	06/02/2014	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Michael J.

Snyder

09/02/2005

**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) Stock option granted on 01/29/2003 for 60,000 shares. 38,750 of vested options were exercised on 08/31/2005. The balance of the options were unvested and expired on 08/31/2005.
- (2) Stock option granted on 01/28/2005 for 60,000 shares. 23,750 of vested options were exercised on 08/31/2005. The balance of the options were unvested and expired on 08/31/2005.
- (3)

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Stock option granted on 06/02/2004 for 20,000 shares. 5,833 of vested options were exercised on 08/31/2005. The balance of the options were unvested and expired on 08/31/2005.

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.