**Laping Chris** Form 4 March 06, 2013

# FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person \* Laping Chris

> (First) (Middle)

6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200N

(Street)

2. Issuer Name and Ticker or Trading Symbol

RED ROBIN GOURMET **BURGERS INC [RRGB]** 

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

03/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/04/2013		F	103 (1) D	\$ 44.36	8,481	D		
Common Stock	03/04/2013		A	680 (2) A	\$ 0	9,161	D		
Common Stock	03/04/2013		F	761 (3) D	\$ 44.36	8,400 (4)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date E	Expiration	01 Title N			
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)		of				
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		
Laping Chris 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111			Chief Information Officer			

## **Signatures**

/s/ Annita M. Menogan, Attorney-in-Fact

03/06/2013

\*\*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).
- In connection with the vesting of 325 time-based restricted stock units which were granted on March 2, 2010 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person sold 103 of such shares to the issuer to satisfy his tax withholding obligations. The sale was approved by the issuer's Compensation Committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act"), and as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.
- Represents the acquisition of an additional 680 performance-based restricted stock units that vested on March 2, 2013. The number of units that vested was 140% of the target number of 1,700 units based upon the issuer's performance relative to certain total shareholder return objectives. The terms of the original grant are set forth in the Form 3 filed for the reporting person on February 17, 2011.
- (3) In connection with the vesting of 2,380 performance-based restricted stock units which were granted on March 2, 2010 under the issuer's Amended and Restated 2007 Performance Incentive Plan, the reporting person sold 761 of such shares to the issuer to satisfy his tax withholding obligations. The sale was approved by the issuer's Compensation Committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act"), and as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated

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thereunder.

(4) Includes 4,306 restricted stock units that are subject to vesting and forfeiture restrictions.

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.