#### **BRIGHTON TODD**

Form 4

November 17, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

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**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BRIGHTON TODD** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

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

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

4. If Amendment, Date Original

Senior VP & Chief Dev. Officer

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

Filed(Month/Day/Year)

11/13/2009

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

below)

**GREENWOOD** VILLAGE, CO 80111

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Security (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or

Code V (D) Price Amount

(Instr. 3 and 4)

Common 11/13/2009 M 15,666 Stock

31,362 (1)

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

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: BRIGHTON TODD - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Employee Stock Option (Right to Buy)	\$ 6.53	11/13/2009		M	15,666	<u>(2)</u>	12/31/2009	Common Stock	15,666

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRIGHTON TODD 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 NORTH GREENWOOD VILLAGE, CO 80111

Senior VP & Chief Dev. Officer

## **Signatures**

Attorney-in-Fact Annita M.
Menogan

11/17/2009

\*\*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) Includes 4,875 shares of restricted stock that are subject to vesting and were issued to the reporting person under the issuer's 2007 Amended and Restated Performance Incentive Plan.
- (2) The options were a portion of the grant to the reporting person on October 23, 2001 under the issuer's Management Performance Common Stock Option Plan, and vested in two equal installments on October 23, 2003 and October 23, 2004.

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.

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