

RED ROBIN GOURMET BURGERS INC
 Form 4
 August 21, 2013

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 *
 Howell Richard 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 200N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/20/2013

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

GREENWOOD
 VILLAGE, CO 80111

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

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/20/2013		M	5,000 A \$ 47.8	23,428	D	
Common Stock	08/20/2013		S	5,000 D \$ 67.86 (1)	18,428 (2)	D	
Common Stock					400	I	See Footnote (3)
Common Stock					400	I	See Footnote

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.83 to \$67.97, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2) Includes 4,979 restricted stock units that are subject to vesting and forfeiture restrictions.
- (3) The shares are held indirectly by the Christina Marie Howell Trust.
- (4) The shares are held indirectly by the David Christopher Howell Trust.
- (5) The option is fully vested.

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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