

RED ROBIN GOURMET BURGERS INC  
Form 4  
August 21, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Last) (First) (Middle)  
6312 S. FIDDLER'S GREEN  
CIRCLE, SUITE 200N  
(Street)

GREENWOOD  
VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RED ROBIN GOURMET BURGERS INC [RRGB]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. 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                                 |



## Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form 4

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.

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.