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RED ROBIN GOURMET BURGERS INC

Form 4 June 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * HARVEY EDWARD T

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)

(Last)

(First)

(Middle)

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

06/03/2005

X_ Director Officer (give title

10% Owner _ Other (specify

C/O RED ROBIN GOURMET BURGERS, INC., 6312 S. FIDDLER'S GREEN CIR., STE. 200N

(Street)

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

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	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)	· / /			Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/03/2005		M	417	A	\$ 17.52	417	D	
Common Stock	06/03/2005		M	5,000	A	\$ 27.2	5,417	D	
Common Stock	06/03/2005		S	5,417	D	\$ 55	0	D	

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercis Expiration Dat (Month/Day/Y	e	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 (right to buy	\$ 17.52	06/03/2005		M	4	117	06/03/2004	06/03/2013	Common Stock	417
Stock Option (right to buy)	\$ 27.2	06/03/2005		M	5,	,000	06/02/2005	06/02/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARVEY EDWARD T C/O RED ROBIN GOURMET BURGERS, INC. 6312 S. FIDDLER'S GREEN CIR., STE. 200N GREENWOOD VILLAGE, CO 80111

X

Signatures

/s/ John W. Grant, Attorney -in-fact

06/06/2005

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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