Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form 4

RED ROBIN GOURMET BURGERS INC

Form 4

February 27, 2014

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

OMB Number:

3235-0287

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

January 31, Expires: 2005 Estimated average

OMB APPROVAL

SECURITIES

burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARRYMAN TERRY D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

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

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

6312 SOUTH FIDDLER'S GREEN

(Street)

CIRCLE, SUITE 200N

(Month/Day/Year) 02/26/2014

below) VP, CAO and Controller

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWOOD VILLAGE, CO 80111

> (City) (State)

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)

(Zip)

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

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

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 02/26/2014 Stock

22 (1) F D $1,506^{(2)}$ 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)required to respond unless the form displays a currently valid OMB control number.

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARRYMAN TERRY D 6312 SOUTH FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111

VP, CAO and Controller

Signatures

/s/ Michael L. Kaplan, Attorney-in-Fact

02/27/2014

**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 72 time-based restricted stock units, which were granted on February 26, 2013 under the issuer's Second Amended and Restated 2007 Performance Incentive Plan, the reporting person sold 22 of such shares to the issuer to satisfy his tax

- (1) 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 the regarder.
- (2) Includes 1,422 restricted stock units 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.

Reporting Owners 2