

Kovitz Mitchell
Form 4
January 03, 2011

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 *
Kovitz Mitchell

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)
115 S. LASALLE ST., 27TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2010

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

(Street)
CHICAGO, IL 60603

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 | 12/29/2010 | | P | | 700 | A | \$ 21.72 <u>(1)</u> |
| Common Stock, par value \$0.001 | 12/29/2010 | | P | | 82 | A | \$ 21.72 <u>(1)</u> |
| Common Stock, par | 12/29/2010 | | P | | 1,375 | A | \$ 21.72 |
| | | | | | | | 2,157 |
| | | | | | | | I |
| | | | | | | | By The Seven Figure Investment Club ⁽²⁾ |
| | | | | | | | By Mitchell Kovitz Rev. |

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| | | | | | | | | |
|------------|------------|--|---|-----|-------|-------|---|------------|
| value | | | | | (1) | | | Trust (3) |
| \$0.001 | | | | | | | | |
| Common | | | | | \$ | | | By Sari A |
| Stock, par | 12/29/2010 | | P | 700 | 21.72 | 2,857 | I | Kovitz Rev |
| value | | | | | (1) | | | Trust (3) |
| \$0.001 | | | | | | | | |
| Common | | | | | \$ | | | By Kovitz |
| Stock, par | 12/30/2010 | | P | 982 | 21.66 | 3,839 | I | Mgmt. |
| value | | | | | (4) | | | Corp. |
| \$0.001 | | | | | | | | Employee |
| | | | | | | | | Retirement |
| | | | | | | | | Plan (5) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kovitz Mitchell 115 S. LASALLE ST., 27TH FLOOR CHICAGO, IL 60603 | | X | | |

Signatures

By: /s/ Mitchell A.
Kovitz

01/03/2011

__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) The price reported in column four is a weighted average price for the shares which were purchased in multiple transactions at prices ranging from \$21.67 to \$21.88. The reporting person undertakes to provide to Red Robin Gourmet Burgers, Inc. (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 purchased at each separate price.
 - (2) Kovitz is a general partner in an investment club that functions as a general partnership and, accordingly, may be deemed to be the indirect beneficial owner of the shares of the Issuer owned by such general partnership. Kovitz specifically disclaims beneficial ownership of any securities beneficially owned by such general partnership except to the extent of his pecuniary interest therein.
 - (3) Kovitz is a trustee of certain trusts and, accordingly, may be deemed to be the indirect beneficial owner of the shares of the Issuer owned by such trusts. Kovitz specifically disclaims beneficial ownership of any securities beneficially owned by such trusts except to the extent of his pecuniary interest therein.
 - (4) The price reported in column four is a weighted average price for the shares which were purchased in multiple transactions at prices ranging from \$21.64 to \$21.68. The reporting person undertakes to provide to Red Robin Gourmet Burgers, Inc. (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 purchased at each separate price.
 - (5) Kovitz is a trustee of Kovitz Investment Group's employee retirement plan (the "Retirement Plan") and, accordingly, may be deemed to be the indirect beneficial owner of shares owned by the Retirement Plan. Kovitz specifically disclaims beneficial ownership of any securities beneficially owned by the Retirement Plan except to the extent of his pecuniary interest therein.

Remarks:

(a) Mitchell A. Kovitz ("Kovitz") is the Chief Executive Officer and Co-Chief Investment Officer of Kovitz Investment Group

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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