Scherping Katherine Lee Form 4 March 01, 2007

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Scherping Katherine Lee

2. Issuer Name and Ticker or Trading Symbol

Issuer

Director

(First)

(Street)

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

(Check all applicable)

Chief Financial Officer

5. Relationship of Reporting Person(s) to

(Middle)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

6312 S. FIDDLER'S GREEN CIRCLE, #200 N

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/27/2007

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 Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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. Transa Code (Instr.		5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Stock Option (Right to Buy)	\$ 39.01	02/27/2007		A		10,000		<u>(1)</u>	02/27/2017	Common Stock	10,00
Employee Stock Option(Right to Buy)	\$ 39.01	02/27/2007		A		15,000		<u>(1)</u>	02/27/2017	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Scherping Katherine Lee 6312 S. FIDDLER'S GREEN CIRCLE # 200 N GREENWOOD VILLAGE, CO 80111

Chief Financial Officer

Signatures

Attorney-in- Fact Annita
Menogan
03/01/2007

**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).
- 25% of the option vests on the first anniversary of the grant date, and thereafter 75% of the option shall become vested in 36 substantially equal monthly installments. with the first installment vesting on the same day of the month following the month in which the first anniversary of the Award Date occurs and an additional installment vesting on the same day of each of the 35 months thereafter.

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.

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