WOODS MICHAEL E

Form 4 April 04, 2007

FORM 4

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

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)

(Last)

1. Name and Address of Reporting Person * WOODS MICHAEL E

(First) (Middle)

6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200 NORTH

VILLAGE, CO 80111

(City)

(Street)

(State)

GREENWOOD

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

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

3. Date of Earliest Transaction (Month/Day/Year) 04/02/2007

Filed(Month/Day/Year)

4. If Amendment, Date Original

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Chief Knowledge Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	eemed 3. 4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/02/2007		S <u>(1)</u>	2,000	D	\$ 39.05	97,444	D (2)	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securiti	es	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
	Ĭ				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					,,					
								A	Amount	
						Date Exercisable	Expiration Date		or	
									Number	
								C	of	
				Code '	V (A) (D)			S	Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOODS MICHAEL E 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200 NORTH GREENWOOD VILLAGE, CO 80111

Chief Knowledge Officer

9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

Signatures

Attorney-in- Fact Annita Menogan

04/04/2007

**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).
- (1) The reported sale was effected pursuant to a trading plan established under Rule 10(b)5-1 and adopted by the reporting person on 12/01/2006.
- (2) These Common Stock shares are held by reporting owner and his wife as joint tenants.

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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