

RED ROBIN GOURMET BURGERS INC  
 Form 4/A  
 September 02, 2005

**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 \*  
**MCCLOSKEY JAMES P**

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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President

(Last) (First) (Middle)  
 6312 S. FIDDLER'S GREEN  
 CIRCLE, SUITE 200 NORTH  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/16/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

GREENWOOD  
 VILLAGE, CO 80111  
 (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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock <sup>(1)</sup>	08/12/2005		M		12,500	A	\$ 14.98	108,199	D	
Common Stock <sup>(1)</sup>	08/12/2005		M		5,625	A	\$ 26.81	113,824	D	
Common Stock <sup>(1)</sup>	08/12/2005		M		1,458	A	\$ 27.2	115,282	D	
Common Stock								5,709	I	Claire C. McCloskey Trust

Common Stock	5,709	I	James P. McCloskey Jr. Trust
Common Stock	4,209	I	Megan L. McCloskey Trust

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$ 14.98	08/12/2005		M	12,500	07/29/2005	01/29/2013	Common Stock	12,500
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$ 26.81	08/12/2005		M	5,625	07/28/2005	01/28/2014	Common Stock	5,625
Employee Stock Option (Right to Buy) <sup>(2)</sup>	\$ 27.2	08/12/2005		M	1,458	08/02/2005	06/02/2014	Common Stock	1,458

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

MCCLOSKEY JAMES P  
6312 S. FIDDLER'S GREEN CIRCLE  
SUITE 200 NORTH  
GREENWOOD VILLAGE, CO 80111

Senior  
Vice  
President

## Signatures

John W. Grant , Attorney  
In Fact 08/31/2005

\_\_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).

- This report amends the report filed on August 16, 2005, which incorrectly reported these transactions as open market or private purchases of the issuer's Common Stock. These transactions involved the acquisition of shares of the issuer's Common Stock pursuant to the exercise of stock options by the reporting person. This amended report also corrects information in the prior report as to the amount of securities beneficially owned by the reporting person following these transactions (including information inadvertently omitted with respect to indirectly owned securities) and reflects that the reporting person is no longer subject to Section 16 pursuant to his resignation as the issuer's Senior Vice President on August 10, 2005.
- (1) See note 1 above
  - (2) This option covered 20,000 shares of the issuer's Common Stock, of which 7,500 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
  - (3) This option covered 15,000 shares of the issuer's Common Stock, of which 9,375 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
  - (4) This option covered 5,000 shares of the issuer's Common Stock, of which 3,542 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
  - (5)

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.