

WOODS MICHAEL E
Form 4
June 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
WOODS MICHAEL E

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP of Franchise Dev.

GREENWOOD
VILLAGE, CO 80111

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)		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 Ownership (Instr. 4)		
				(A) or (D)	Price					
Common Stock	06/16/2005		S	V	1,184	D	\$ 58.05	181,260	D	Beneficial Ownership
Common Stock	06/16/2005		S	V	1,038	D	\$ 58.09	180,222	D	Beneficial Ownership
Common Stock	06/16/2005		S	V	287	D	\$ 58.12	179,935	D	Beneficial Ownership
Common Stock	06/16/2005		S	V	383	D	\$ 58.13	179,552	D	Beneficial Ownership
	06/16/2005		S	V	1,740	D	\$ 58.14	177,812	D	Beneficial Ownership

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Common Stock							
Common Stock	06/16/2005	S	203	D	\$ 58.15	177,609	D
Common Stock	06/16/2005	S	223	D	\$ 58.16	177,386	D
Common Stock	06/16/2005	S	1,493	D	\$ 58.18	175,893	D
Common Stock	06/16/2005	S	785	D	\$ 58.19	175,108	D
Common Stock	06/16/2005	S	1,414	D	\$ 58.2	173,694	D
Common Stock	06/16/2005	S	747	D	\$ 58.21	172,947	D
Common Stock	06/16/2005	S	874	D	\$ 58.22	172,073	D
Common Stock	06/16/2005	S	1,631	D	\$ 58.23	170,442	D
Common Stock	06/16/2005	S	200	D	\$ 58.24	170,242	D
Common Stock	06/16/2005	S	1,400	D	\$ 58.244	168,842	D
Common Stock	06/16/2005	S	288	D	\$ 58.2476	168,554	D
Common Stock	06/16/2005	S	1,168	D	\$ 58.25	167,386	D
Common Stock	06/16/2005	S	1,118	D	\$ 58.26	166,268	D
Common Stock	06/16/2005	S	729	D	\$ 58.27	165,539	D
Common Stock	06/16/2005	S	893	D	\$ 58.28	164,646	D
Common Stock	06/16/2005	S	239	D	\$ 58.29	164,407	D
Common Stock	06/16/2005	S	1,000	D	\$ 58.3	163,407	D
Common Stock	06/16/2005	S	963	D	\$ 58.3975	162,444	D

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)

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 Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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			Senior VP of Franchise Dev.	

Signatures

John W. Grant, Attorney
in Fact 06/17/2005

**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).

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.