#### Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form 4

#### RED ROBIN GOURMET BURGERS INC

Form 4 June 09, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ORAN STUART I

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)

3. Date of Earliest Transaction

(Month/Day/Year) 06/05/2014

Officer (give title below)

10% Owner Other (specify

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **GREENWOOD** VILLAGE, CO 80111

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	06/05/2014		S	1,500	D	\$ 75.19 (1)	7,268 (2)	D		
Common Stock							1,000	I	See Footnote (3)	
Common Stock							1,000	I	See Footnote	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	
		Derivative				Securities			(Instr. 3	3 and 4)		
Security		Security				Acquired	Acquired					
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Expiration Date	Title N	or Name le con			
									Number			
				C-1- 1	7. (A) (D)				of			
					Code V	I (A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ORAN STUART I 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111

X

### **Signatures**

/s/ Michael L. Kaplan, Attorney-in-Fact

06/09/2014

\*\*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).
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$75.18 to \$75.24, inclusive. The reporting person undertakes to provide to 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 sold at each separate price within the range set forth in this footnote.
- (2) Includes 4,672 restricted stock units subject to vesting and forfeiture restrictions.
- (3) The shares are held indirectly by the reporting person as co-trustee of a trust, the beneficiary of which is Olivia Oran.
- (4) The shares are held indirectly by the reporting person as co-trustee of a trust, the beneficiary of which is Gregory Oran.

Reporting Owners 2

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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.