

BRIGHTON TODD

Form 4

August 17, 2012

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRIGHTON TODD

(Last) (First) (Middle)

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

(Street)

**GREENWOOD
VILLAGE, CO 80111**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**RED ROBIN GOURMET
BURGERS INC [RRGB]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Development Officer

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/16/2012		M		12,000	A	\$ 14.98	25,986 D
Common Stock	08/16/2012		M		6,000	A	\$ 14.93	31,986 ⁽¹⁾ D

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

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(9-02)

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 14.98	08/16/2012		M	12,000	01/31/2007 ⁽²⁾ 01/29/2013	Common Stock 12,000
Employee Stock Option (Right to Buy)	\$ 14.93	08/16/2012		M	6,000	⁽³⁾ 02/24/2019	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRIGHTON TODD 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111			Chief Development Officer	

Signatures

/s/ Annita M. Menogan,
Attorney-in-Fact

08/17/2012

__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) Includes 6,838 restricted stock units and 750 shares of restricted stock that are subject to vesting and forfeiture restrictions.

(2) The option is fully vested.

(3) The option exercised is a portion of the grant to the reporting person made on 2/24/2009 under the issuer's Amended and Restated 2007 Performance Incentive Plan. 25% of the option vested on 2/24/2010, and thereafter 75% of the option vests in 36 substantially equal monthly installments, with the first installment vesting on 3/24/2010 and an additional installment vesting on the same day of each of the 35 months thereafter. As of August 16, 2012, 6,833 shares of common stock underlying the option had vested.

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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.

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