

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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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 \*  
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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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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.