

MEXICAN RESTAURANTS INC

Form 4

July 05, 2006

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NIERENBERG INVESTMENT  
MANAGEMENT CO

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MEXICAN RESTAURANTS INC  
[CASA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	06/30/2006		J <sup>(1)(3)</sup>		48,224	D	<u><sup>(1)</sup> (3)</u>	0	I	By The D3 Children's Fund, L.P.
Common Stock	06/30/2006		J <sup>(1)(3)</sup>		222,770	D	<u><sup>(1)</sup> (3)</u>	0	I	By The D3 Family Retirement Fund, L.P.
Common Stock	06/30/2006		J <sup>(1)(3)</sup>		439,627	D	<u><sup>(1)</sup> (3)</u>	105,679	I	By The D3 Family Fund, L.P.
	06/30/2006		J <sup>(2)(3)</sup>		130,588	A	<u><sup>(2)</sup> (3)</u>	236,267	I	

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Common Stock									By The D3 Family Fund, L.P.
Common Stock	06/30/2006	J <sup>(2)</sup> (3)	580,033	A	<u>(2)</u> <u>(3)</u>	686,698	I		By The D3 Family Bulldog Fund, L.P.
Common Stock						269,991	I		By The DIII Offshore Fund, L.P.

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report 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
NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607				X
DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607	X	X		
NIERENBERG DAVID 19605 SE 8TH STREET			X	

CAMAS, WA 98607

D3 Family Bulldog Fund LP

19605 NE 8TH STREET

X

CAMAS, WA 98607

HOOPER HENRY E

19605 NE 8TH STREET

X

CAMAS, WA 98607

Nierenberg Investment Management Offshore Inc

19605 NE 8TH STREET

X

CAMAS, WA 98607

## Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.  
(NIMCO)

07/05/2006

\_\_Signature of Reporting Person

Date

David Nierenberg

07/05/2006

\_\_Signature of Reporting Person

Date

Henry Hooper

07/05/2006

\_\_Signature of Reporting Person

Date

Cara Denver

07/05/2006

\_\_Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund,  
L.P.

07/05/2006

\_\_Signature of Reporting Person

Date

David Nierenberg, President, Nierenberg Investment Management Offshore Inc.  
(NIMO)

07/05/2006

\_\_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) Pro rata distribution of issuer shares owned by limited partnership to its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

(2) Pro rata receipt of issuer shares by limited partnership from its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

(3) Four of the reporting persons, D3 Childrens Fund, LP (CIK 0001226845), D3 Family Fund, LP (CIK 0001282685), DIII Offshore Fund, LP (CIK 0001282684) and D3 Family Retirement Fund, LP (CIK 0001226843), would be reported in this filing if we had the appropriate Edgar codes from the SEC. We made a formal request for the codes from the SEC. Since we do not have all of the appropriate codes at the time of this filing, we will file an amended Form 4 when we receive the correct Edgar codes.

### Remarks:

As officers of Nierenberg Investment Management Company, Inc., the sole general partner of each of the limited partnerships,

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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