

RED ROBIN GOURMET BURGERS INC
 Form 4/A
 September 02, 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 *
 MCCLOSKEY JAMES P

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

(Street)
 GREENWOOD
 VILLAGE, CO 80111

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/16/2005

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) (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 08/12/2005 | | M | 12,500 A \$ 14.98 | 108,199 | D | |
| Common Stock ⁽¹⁾ | 08/12/2005 | | M | 5,625 A \$ 26.81 | 113,824 | D | |
| Common Stock ⁽¹⁾ | 08/12/2005 | | M | 1,458 A \$ 27.2 | 115,282 | D | |
| Common Stock | | | | | 5,709 | I | Claire C. McCloskey Trust |

| | | | |
|--------------|-------|---|------------------------------|
| Common Stock | 5,709 | I | James P. McCloskey Jr. Trust |
| Common Stock | 4,209 | I | Megan L. McCloskey Trust |

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

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(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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 14.98 | 08/12/2005 | | M | 12,500 | 07/29/2005 01/29/2013 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 26.81 | 08/12/2005 | | M | 5,625 | 07/28/2005 01/28/2014 | Common Stock | 5,625 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 27.2 | 08/12/2005 | | M | 1,458 | 08/02/2005 06/02/2014 | Common Stock | 1,458 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCLOSKEY JAMES P
6312 S. FIDDLER'S GREEN CIRCLE
SUITE 200 NORTH
GREENWOOD VILLAGE, CO 80111

Senior
Vice
President

Signatures

John W. Grant , Attorney
In Fact 08/31/2005

__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).

- This report amends the report filed on August 16, 2005, which incorrectly reported these transactions as open market or private purchases of the issuer's Common Stock. These transactions involved the acquisition of shares of the issuer's Common Stock pursuant to the exercise of stock options by the reporting person. This amended report also corrects information in the prior report as to the amount of securities beneficially owned by the reporting person following these transactions (including information inadvertently omitted with respect to indirectly owned securities) and reflects that the reporting person is no longer subject to Section 16 pursuant to his resignation as the issuer's Senior Vice President on August 10, 2005.
- (1) See note 1 above
 - (2) This option covered 20,000 shares of the issuer's Common Stock, of which 7,500 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
 - (3) This option covered 15,000 shares of the issuer's Common Stock, of which 9,375 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
 - (4) This option covered 5,000 shares of the issuer's Common Stock, of which 3,542 shares were unvested at the time of the reporting person's resignation and terminated in accordance with the terms of the option.
 - (5)

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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