

MURPHY RICHARD

Form 4

November 18, 2008

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

CROSS RIVER CAPITAL  
MANAGEMENT LLC

(Last) (First) (Middle)

90 GROVE STREET, SUITE 201

(Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

MEXICAN RESTAURANTS INC  
[CASA]

3. Date of Earliest Transaction

(Month/Day/Year)

11/13/2008

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                    | 11/13/2008                           |  | P                              |   | 7,600  | A \$ 1.4921 (1)  | 334,647   | I  | See footnote 2 (2)                                    |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---|---|--|---|---|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                       |
|---|-------------------------------------|
|   | Director 10%<br>Owner Officer Other |
| CROSS RIVER CAPITAL MANAGEMENT LLC<br>90 GROVE STREET<br>SUITE 201<br>RIDGEFIELD, CT 06877                              | X                                   |
| CROSS RIVER PARTNERS LP<br>C/O CROSS RIVER CAPITAL MANAGEMENT LLC<br>90 GROVE STREET, SUITE 201<br>RIDGEFIELD, CT 06877 | X                                   |
| MURPHY RICHARD<br>C/O CROSS RIVER CAPITAL MANAGEMENT LLC<br>90 GROVE STREET, SUITE 201<br>RIDGEFIELD, CT 06877          | X                                   |

## Signatures

|   |            |
|---|------------|
| Cross River Capital Management LLC, By: /s/ Richard Murphy, Managing Member   | 11/18/2008 |
| __Signature of Reporting Person   | Date       |
| Cross River Partners LP, By: /s/ Richard Murphy, Managing Member of Cross River Capital Management LLC, its General Partner | 11/18/2008 |
| __Signature of Reporting Person   | Date       |
| By: /s/ Richard Murphy  | 11/18/2008 |
| __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)

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This constitutes the weighted average purchase price. The prices range from \$1.40 to \$1.50. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (2) The reported securities are directly owned by Cross River Partners LP, a limited partnership managed by Cross River Capital Management LLC, and may be deemed beneficially owned by Cross River Capital Management LLC as the investment manager of Cross River Partners LP. The reported securities may also be deemed beneficially owned by Richard Murphy as Managing Member of Cross River Capital Management LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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