

Makula David  
Form 4  
March 21, 2011

**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 \*  
Oak Street Capital Management, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2011

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

111 SOUTH WACKER DRIVE, 33RD FLOOR

(Street)

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

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

CHICAGO, IL 60606

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/18/2011		X	450,000 A \$ 20	1,372,966	I	See Notes 1, 2 and 3. (1) (2) (3)

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

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**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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (Right to Buy)	\$ 20	03/18/2011		X	4,500	10/11/2010	03/19/2011	Common Stock	450,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oak Street Capital Management, LLC 111 SOUTH WACKER DRIVE 33RD FLOOR CHICAGO, IL 60606		X		
Oak Street Capital Master Fund, Ltd. 111 SOUTH WACKER 33RD FLOOR CHICAGO, IL 60606		X		
Oak Street Capital SPV 1 LP 111 SOUTH WACKER DRIVE 33RD FLOOR CHICAGO, IL 60606		X		
Makula David 111 SOUTH WACKER 33RD FLOOR CHICAGO, IL 60606		X		

## Signatures

Oak Street Capital Management, LLC, by David Makula, Manager	03/21/2011
<i>Signature of Reporting Person</i>	Date
Oak Street Capital Master Fund, Ltd., by Oak Street Capital Management, its Investment Manager, by David Makula, Manager	03/21/2011
<i>Signature of Reporting Person</i>	Date
Oak Street Capital SPV 1 LP, by Oak Street Capital Management, LLC, its General Partner, by David Makula, Manager	03/21/2011

\_\_Signature of Reporting Person

Date

David Makula

03/21/2011

\_\_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).

Oak Street Capital Management, LLC ("Capital Management") is the general partner of Oak Street Capital SPV 1 LP ("SPV Fund") and the sole investment manager of Oak Street Capital Master Fund, Ltd. ("Master Fund"). The principal business of Capital Management is

(1) serving as the investment manager of the SPV Fund, the Master Fund and various managed accounts (the "Oak Street Accounts"). Mr. Makula is the sole manager and sole member of Capital Management. Capital Management, the SPV Fund, the Master Fund and Mr. Makula shall be referred to herein as the "Reporting Persons."

As of March 18, 2011, Capital Management has an indirect pecuniary interest in 1,372,966 shares of common stock of the issuer ("Shares"), which consists of (i) 494,424 Shares directly held by the SPV Fund; (ii) 861,334 Shares directly held by the Master Fund and

(2) (iii) 17,208 Shares directly held by other Oak Street Accounts. Mr. Makula has an indirect pecuniary interest in the 1,372,966 Shares in which Capital Management has an indirect pecuniary interest.

The Reporting Persons filed a Schedule 13D with the Securities Exchange Commission on December 10, 2010 acknowledging that they may be deemed to be members of a group that collectively beneficially owns more than 10% of the outstanding Shares of the issuer pursuant to Section 13(d)(3) of the Exchange Act (the "Exchange Act") and Rule 13d-5(b)(1) thereunder. Accordingly, the Reporting

(3) Persons have filed this report pursuant to Exchange Act Rule 16a-1(a)(1). Each Reporting Person declares that neither the filing of this report nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Sections 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer. Each Reporting Person disclaims ownership of any securities held by the members of such group, including without limitation the other Reporting Persons, except to the extent of his or its pecuniary interest therein.

(4) The reported securities are directly held by the Master Fund.

(5) Capital Management has an indirect pecuniary interest in the reported securities. Mr. Makula, as sole manager and sole member of Capital Management, has an indirect pecuniary interest in the reported securities.

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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