

MEXICAN RESTAURANTS INC

Form 4

December 02, 2009

**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  
Company, Inc.

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2009

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

CAMAS, WA 98607

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)      |
|---------------------------------------|---|---|---|---|--|--|--|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)   | Price  |  |
| Common<br>Stock                       | 12/01/2009                              |   | S                                       |   | 236,267<br>(1)   | D \$ 2 0   | I By The<br>D3 Family<br>Fund, LP            |
| Common<br>Stock                       | 12/01/2009                              |   | S                                       |   | 686,698<br>(1)   | D \$ 2 0   | I By The<br>D3 Family<br>Bulldog<br>Fund, LP |
| Common<br>Stock                       | 12/01/2009                              |   | S                                       |   | 269,991<br>(1)   | D \$ 2 0   | I By The<br>DIII<br>Offshore<br>Fund, LP     |

# Edgar Filing: MEXICAN RESTAURANTS INC - Form 4

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 displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. 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. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Amount<br>or<br>Number<br>of<br>Shares              |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| Nierenberg Investment Management Company, Inc.<br>19605 NE 8TH STREET<br>CAMAS, WA 98607 |               | X            |         |       |
| Nierenberg Investment Management Offshore Inc.<br>19605 NE 8TH STREET<br>CAMAS, WA 98607 |               | X            |         |       |
| Nierenberg David<br>19605 NE 8TH STREET<br>CAMAS, WA 98607                               |               | X            |         |       |
| D3 Family Fund, LP<br>19605 NE 8TH STREET<br>CAMAS, WA 98607                             |               | X            |         |       |
| D3 Family Bulldog Fund, LP<br>19605 NE 8TH STREET<br>CAMAS, WA 98607                     |               | X            |         |       |
| DIII Offshore Fund, LP<br>19605 NE 8TH STREET<br>CAMAS, WA 98607                         |               | X            |         |       |

## Signatures

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

12/02/2009

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

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

12/02/2009

Signature of Reporting Person

Date \_\_\_\_\_

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP

12/02/2009

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP

12/02/2009

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, LP

12/02/2009

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

David Nierenberg

12/02/2009

          \*\*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) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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.