

MATHEWSON CHARLES N
 Form 4
 January 08, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

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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 *
 MATHEWSON CHARLES N

2. Issuer Name and Ticker or Trading Symbol
 GRILL CONCEPTS INC [GRIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9295 PROTOTYPE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/06/2009

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

RENO, NV 89502
 (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
 ____ 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)
Common Stock	01/06/2009		P	98,017 A	\$ 0.2597 963,294	D (1)	
Common Stock	01/07/2009		P	30,000 A	\$ 0.5137 993,294	D (1)	

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)

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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
Warrant to Purchase Common Stock	\$ 7 ⁽²⁾					07/17/2007	07/17/2012	Common Stock	40,670
Warrant to Purchase Common Stock	\$ 4					09/02/2008	09/02/2015	Common Stock	600,000
Series C Convertible Preferred Stock	\$ 4					09/02/2008	08/31/2015	Common Stock	1,250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWSON CHARLES N 9295 PROTOTYPE DRIVE RENO, NV 89502			X	

Signatures

Charles N. Mathewson,
Trustee

01/08/2009

 **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) All holdings noted represent holdings by the reporting person in his capacity as sole trustee of The Charles N. Mathewson Trust dtd 7/22/92.
- (2) Exercise price of the warrant was automatically reset, effective September 2, 2008, from its original exercise price of \$8.05 pursuant to antidilution provisions in the warrant.
- (3)

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Each share of Series C Convertible Preferred Stock is convertible into 250 shares of Common Stock based on a face value of \$1,000 per share and a conversion price of \$4.00 per share.

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.