

MEXICAN RESTAURANTS INC
Form 4
July 05, 2006

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 *
NIERENBERG INVESTMENT
MANAGEMENT CO

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)
06/30/2006

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

CAMAS, WA 98607

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/30/2006		J(1)(3)		48,224	D	<u>(1)</u> <u>(3)</u> 0	By The D3 Children's Fund, L.P.
Common Stock	06/30/2006		J(1)(3)		222,770	D	<u>(1)</u> <u>(3)</u> 0	By The D3 Family Retirement Fund, L.P.
Common Stock	06/30/2006		J(1)(3)		439,627	D	<u>(1)</u> <u>(3)</u> 105,679	By The D3 Family Fund, L.P.
	06/30/2006		J(2)(3)		130,588	A	<u>(2)</u> <u>(3)</u> 236,267	

Common Stock									By The D3 Family Fund, L.P.
Common Stock	06/30/2006		J ⁽²⁾ (3)	580,033	A	<u>(2)</u> <u>(3)</u>	686,698	I	By The D3 Family Bulldog Fund, L.P.
Common Stock							269,991	I	By The DIII Offshore Fund, L.P.

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607		X		
DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607	X	X		
NIERENBERG DAVID 19605 SE 8TH STREET		X		

CAMAS, WA 98607

D3 Family Bulldog Fund LP
19605 NE 8TH STREET
CAMAS, WA 98607

X

HOOPER HENRY E
19605 NE 8TH STREET
CAMAS, WA 98607

X

Nierenberg Investment Management Offshore Inc
19605 NE 8TH STREET
CAMAS, WA 98607

X

Signatures

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

07/05/2006

__Signature of Reporting Person

Date

David Nierenberg

07/05/2006

__Signature of Reporting Person

Date

Henry Hooper

07/05/2006

__Signature of Reporting Person

Date

Cara Denver

07/05/2006

__Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund,
L.P.

07/05/2006

__Signature of Reporting Person

Date

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

07/05/2006

__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) Pro rata distribution of issuer shares owned by limited partnership to its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

(2) Pro rata receipt of issuer shares by limited partnership from its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

(3) Four of the reporting persons, D3 Childrens Fund, LP (CIK 0001226845), D3 Family Fund, LP (CIK 0001282685), DIII Offshore Fund, LP (CIK 0001282684) and D3 Family Retirement Fund, LP (CIK 0001226843), would be reported in this filing if we had the appropriate Edgar codes from the SEC. We made a formal request for the codes from the SEC. Since we do not have all of the appropriate codes at the time of this filing, we will file an amended Form 4 when we receive the correct Edgar codes.

Remarks:

As officers of Nierenberg Investment Management Company, Inc., the sole general partner of each of the limited partnerships,

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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