

MEXICAN RESTAURANTS INC
 Form 3
 June 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DENVER CARA | | (Month/Day/Year) | MEXICAN RESTAURANTS INC [CASA] | |
| (Last) | (First) | (Middle) | 05/23/2006 | |
| 19605 NE 8TH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CAMAS,Â WAÂ 98607 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 545,306 ⁽¹⁾ | I | By D3 Family Fund LP |
| Common Stock | 106,665 ⁽¹⁾ | I | By D3 Family Bulldog Fund LP |
| Common Stock | 222,770 ⁽¹⁾ | I | By D3 Family Retirement Fund LP |
| Common Stock | 48,224 ⁽¹⁾ | I | By D3 Children's Fund LP |
| Common Stock | 269,991 ⁽¹⁾ | I | By D3 Offshore Fund LP |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) | 04/30/2000 | 02/28/2010 | Common Stock | 1,500 ⁽¹⁾ | \$ 3.5 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 07/23/2000 | 05/23/2010 | Common Stock | 2,000 ⁽¹⁾ | \$ 3 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 10/22/2000 | 08/22/2010 | Common Stock | 1,600 ⁽¹⁾ | \$ 3.5 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 01/14/2001 | 11/14/2010 | Common Stock | 1,500 ⁽¹⁾ | \$ 2.5 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 04/15/2001 | 02/13/2011 | Common Stock | 1,500 ⁽¹⁾ | \$ 2.77 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 07/17/2001 | 05/17/2011 | Common Stock | 1,700 ⁽¹⁾ | \$ 2.75 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 09/29/2001 | 07/30/2011 | Common Stock | 1,500 ⁽¹⁾ | \$ 3 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 12/24/2001 | 10/24/2011 | Common Stock | 1,500 ⁽¹⁾ | \$ 2.63 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 02/04/2002 | 12/05/2011 | Common Stock | 1,600 ⁽¹⁾ | \$ 2.7 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 04/27/2002 | 02/25/2012 | Common Stock | 1,600 ⁽¹⁾ | \$ 3.47 | I | By D3 Family Fund LP |
| Stock Option (right to buy) | 07/29/2002 | 05/28/2012 | Common Stock | 1,500 ⁽¹⁾ | \$ 4.02 | I | By D3 Family Fund LP |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607 | X | X | X | X |

Signatures

Cara Denver 06/02/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person 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.

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