

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 February 16, 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 *
HICKEY PHILIP J JR

2. Issuer Name and Ticker or Trading Symbol
RARE HOSPITALITY INTERNATIONAL INC [RARE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8215 ROSWELL ROAD, BUILDING 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman of the Board

ATLANTA, GA 30350

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 Price | | | |
| Common Stock | 02/14/2006 | | M | | 40,000 A \$ 6.6667 | 151,316 | D | |
| Common Stock | 02/14/2006 | | S | | 1,000 D \$ 31.68 | 150,316 | D | |
| Common Stock | 02/14/2006 | | S | | 1,000 D \$ 31.69 | 149,316 | D | |
| Common Stock | 02/14/2006 | | S | | 2,000 D \$ 31.735 | 147,316 | D | |
| Common Stock | 02/14/2006 | | S | | 2,000 D \$ 31.765 | 145,316 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|-----------------------------|
| Common Stock | 02/14/2006 | S | 1,000 | D | \$ 31.81 | 144,316 | D | |
| Common Stock | 02/14/2006 | S | 5,000 | D | \$ 31.9 | 139,316 | D | |
| Common Stock | 02/14/2006 | S | 2,000 | D | \$ 31.9544 | 137,316 | D | |
| Common Stock | 02/14/2006 | S | 2,000 | D | \$ 31.9621 | 135,316 | D | |
| Common Stock | 02/14/2006 | S | 5,000 | D | \$ 31.97 | 130,316 | D | |
| Common Stock | 02/14/2006 | S | 3,000 | D | \$ 31.98 | 127,316 | D | |
| Common Stock | 02/14/2006 | S | 2,500 | D | \$ 32.01 | 124,816 | D | |
| Common Stock | 02/14/2006 | S | 2,500 | D | \$ 32.0175 | 122,316 | D | |
| Common Stock | 02/14/2006 | S | 1,000 | D | \$ 32.02 | 121,316 | D | |
| Common Stock | 02/14/2006 | S | 1,000 | D | \$ 32.06 | 120,316 | D | |
| Common Stock | 02/14/2006 | S | 2,000 | D | \$ 32.086 | 118,316 | D | |
| Common Stock | 02/14/2006 | S | 2,000 | D | \$ 32.13 | 116,316 | D | |
| Common Stock | 02/14/2006 | S | 1,000 | D | \$ 32.1304 | 115,316 | D | |
| Common Stock | 02/14/2006 | S | 2,500 | D | \$ 32.15 | 112,816 | D | |
| Common Stock | 02/14/2006 | S | 1,500 | D | \$ 32.2815 | 111,316 | D | |
| Common Stock | | | | | | 15,750 | I | By trust for Hilary Hickey |
| Common Stock | | | | | | 15,750 | I | By trust for McGrady Hickey |

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 6.6667 | 02/14/2006 | | M | 40,000 | 10/29/2000 10/29/2007 | Common Stock 40 |

Reporting Owners

Reporting Owner Name / Address

Relationships

HICKEY PHILIP J JR
8215 ROSWELL ROAD
BUILDING 600
ATLANTA, GA 30350

Director 10% Owner Officer Other

X

CEO and Chairman of the Board

Signatures

Philip J. Hickey, Jr., by Joia M. Johnson,
Attorney-in-Fact

02/16/2006

__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).

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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