

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 February 16, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GATHERS THOMAS W**

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)  
**02/14/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP- Human Resources**

**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	(A) or (D)	Price
Common Stock	02/14/2005		M		7,000	A	\$ 14.8753
Common Stock	02/14/2005		S		4,500	D	\$ 30
Common Stock	02/14/2005		S		2,500	D	\$ 30.026

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

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SEC 1474 (9-02)

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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)
Incentive Stock Option (right to buy)	\$ 14.8753	02/14/2005		M	6,187	01/01/2002 <sup>(1)</sup> 12/31/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.8753	02/14/2005		M	813	01/01/2002 <sup>(2)</sup> 12/31/2010	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATHERS THOMAS W 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350			EVP- Human Resources	

## Signatures

Thomas W. Gathers, by Joia M. Johnson,  
Attorney-in-Fact 02/16/2005

\_\_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) 6,721 options vested and became exercisable on January 1, 2002; 6,721 options vested and became exercisable on January 1, 2003; 6,722 options vested and became exercisable on January 1, 2004; 6,721 options vested and became exercisable on January 1, 2005; and 6,722 options vest and become exercisable on January 1, 2006.

(2) 778 options vested and became exercisable on January 1, 2002; 778 options vested and became exercisable on January 1, 2003; 779 options vested and became exercisable on January 1, 2004; 778 options vested and became exercisable on January 1, 2005; and 779 options vest and become exercisable on January 1, 2006.

## Edgar Filing: RARE HOSPITALITY INTERNATIONAL INC - Form 4

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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