

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 May 09, 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 \*  
**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)  
**05/05/2006**

\_\_\_\_ 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/05/2006		M		779 A \$ 14.8753	10,740	D
Common Stock	05/05/2006		M		9,021 A \$ 14.8753	19,761	D
Common Stock	05/05/2006		S		4,500 D \$ 31.7852	15,261	D
Common Stock	05/05/2006		S		5,500 D \$ 31.8539	9,761	D
Common Stock	05/05/2006		S		1,000 D \$ 31.85	8,761	D

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

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(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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 14.8753	05/05/2006		M	9,021	01/01/2002 <sup>(1)</sup> 12/31/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.8753	05/05/2006		M	779	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 05/09/2006

\_\_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) 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

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6,722 options vested and became exercisable on January 1, 2006.

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

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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