

RARE HOSPITALITY INTERNATIONAL INC

Form 4

May 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE DAVID C

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)
05/08/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Vice President / President-LongHorn
Steakhouse

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ATLANTA, GA 30350

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/08/2006		M		3,000	A	\$ 12.02	10,309	D
Common Stock	05/08/2006		S		3,000	D	\$ 32	7,309	D
Common Stock	05/09/2006		M		7,000	A	\$ 12.02	14,309	D
Common Stock	05/09/2006		S		1,000	D	\$ 32.0503	13,309	D
Common Stock	05/09/2006		S		6,000	D	\$ 32	7,309	D

Edgar Filing: RARE HOSPITALITY INTERNATIONAL INC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.02	05/08/2006		M		3,000		10/25/2002 ⁽¹⁾	10/25/2011	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 12.02	05/09/2006		M		7,000		10/25/2002 ⁽¹⁾	10/25/2011	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGE DAVID C 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	Vice President President-LongHorn Steakhouse

Signatures

David C. George, by Joia M. Johnson,
Attorney-In-Fact

05/10/2006

__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) 26,672 options vested and became exercisable on October 25, 2002; 20,004 options vested and became exercisable on October 25, 2003; and 20,005 options vested and became exercisable on October 25, 2004.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.