

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 April 29, 2005

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 *
 JOHNSON JOIA M

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)
 04/27/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP, Gen. Counsel, Sec.

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (D) Price | | | |
| Common Stock | 04/27/2005 | | M | 7,499 A \$ 14.8753 | 7,999 | D | |
| Common Stock | 04/27/2005 | | S | 7,499 D \$ 29 | 500 | D | |

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) | \$ 14.8753 | 04/27/2005 | | M | 778 | 01/01/2003 ⁽¹⁾ 12/31/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 14.8753 | 04/27/2005 | | M | 6,721 | 01/01/2003 ⁽²⁾ 12/31/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JOIA M 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350 | | | Exec. VP, Gen. Counsel, Sec. | |

Signatures

Joia M. Johnson 04/29/2005

**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) 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 2, 2006.

(2) 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.

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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