

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 May 10, 2007

FORM 4

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

OMB APPROVAL

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

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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 *
 Martin John

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)
 05/08/2007

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
 Vice President / President-Capital Grille

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 | 05/08/2007 | | M | | 2,106 | A | \$ 16.02 |
| Common Stock | 05/08/2007 | | M | | 2,989 | A | \$ 17.38 |
| Common Stock | 05/08/2007 | | M | | 775 | A | \$ 15.61 |
| Common Stock | 05/08/2007 | | S | | 5,470 | D | \$ 30.2 |
| Common Stock | 05/08/2007 | | S | | 400 | D | \$ 30.25 |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 16.02 | 05/08/2007 | | M | 2,060 | 04/01/2003 ⁽¹⁾ 04/01/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 16.02 | 05/08/2007 | | M | 46 | 04/01/2003 ⁽²⁾ 04/01/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.38 | 05/08/2007 | | M | 2,292 | 07/01/2003 ⁽³⁾ 07/01/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.38 | 05/08/2007 | | M | 697 | 07/01/2003 ⁽⁴⁾ 07/01/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 15.6133 | 05/08/2007 | | M | 376 | 09/30/2003 ⁽⁵⁾ 09/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.6133 | 05/08/2007 | | M | 399 | 09/30/2003 ⁽⁶⁾ 09/30/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------|---------------|-----------|----------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Martin John 8215 ROSWELL ROAD | | | Vice President | President-Capital Grille |

BUILDING 600
ATLANTA, GA 30350

Signatures

John Martin, by W. Douglas Benn,
Attorney-in-Fact

05/10/2007

__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) 2,121 options vested and became exercisable on April 1, 2003; 2,060 options vested and became exercisable on April 1, 2004; and 2,060 options vested and became exercisable on April 1, 2005.
- (2) 15 options vested and became exercisable on April 1, 2003; 15 options vested and became exercisable on April 1, 2004; and 16 options vested and became exercisable on April 1, 2005.
- (3) 357 options vested and became exercisable on July 1, 2003; 1,024 options vested and became exercisable on July 1, 2004; and 1,026 options vested and became exercisable on July 1, 2005.
- (4) 697 options vested and became exercisable on July 1, 2003.
- (5) 120 options vested and became exercisable on September 30, 2004; and 256 options vested and became exercisable on September 30, 2005.
- (6) 263 options vested and became exercisable on September 30, 2003; and 136 options vested and became exercisable on September 30, 2004.

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.