Nyhof Kristin R Form 4 February 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nyhof Kristin R

2. Issuer Name and Ticker or Trading

Issuer

Symbol

RARE HOSPITALITY INTERNATIONAL INC [RARE]

(Check all applicable)

Vice President / President-Bugaboo Creek

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _X_ Other (specify below) below)

5. Relationship of Reporting Person(s) to

8215 ROSWELL ROAD, BUILDING 600

02/08/2006

(Zip)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30350

(City)

(Instr. 3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or (Instr. 3 and 4)

(D) Price Code V Amount

Common 02/08/2006 Stock

\$0 A 2,189 Α 5,387

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Nyhof Kristin R - Form 4

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. Transactic Code (Instr. 8)	5. Number proof 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 Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A	912	02/08/2007(1)	02/08/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A	6,759	02/08/2007(2)	02/08/2016	Common Stock	ϵ
Incentive Stock Option (right to buy)	\$ 31.5	02/08/2006		A	1,824	02/08/2008(3)	02/08/2016	Common Stock	1
Incentive Stock Option (right to buy)	\$ 31.5	02/08/2006		A	2,874	02/08/2008(4)	02/08/2016	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Director 10% Owner Officer Other

Nyhof Kristin R 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350

Vice President President-Bugaboo Creek

Signatures

Kristin R. Nyhof, by Joia M. Johnson, Attorney-in-Fact

**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) Grant to reporting person of option to buy shares under the RARE Hospitality, International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 912 shares on February 8, 2007.
- (2) Grant to reporting person of option to buy shares under the RARE Hospitality, International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 2,408 shares on February 8, 2007; 1,798 shares on February 8, 2008; and

Reporting Owners 2

Edgar Filing: Nyhof Kristin R - Form 4

2,553 shares on February 8, 2009.

- (3) Grant to reporting person of option to buy shares under the RARE Hospitality, International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 912 shares on February 8, 2008; and 912 shares on February 8, 2009.
- (4) Grant to reporting person of option to buy shares under the RARE Hospitality, International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 610 shares on February 8, 2008; and 2,264 shares on February 8, 2009.

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.