

BENN W DOUGLAS  
Form 4  
February 15, 2007

**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 \*  
BENN W DOUGLAS

2. Issuer Name and Ticker or Trading Symbol  
RARE HOSPITALITY INTERNATIONAL INC [RARE]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)  
8215 ROSWELL ROAD, BUILDING 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2007

ATLANTA, GA 30350  
(City) (State) (Zip)

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

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/13/2007		A	2,760	A	\$ 0	49,497	D
Common Stock							2,025	I
Common Stock							750	I

By WDB  
IRA  
Account  
By  
custodian  
for  
Madeline  
Ashley  
Benn

Common Stock	750	I	By custodian for Kelsey Elizabeth Benn
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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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	
Incentive Stock Option (right to buy)	\$ 31.88	02/13/2007		A		3,150		02/13/2010 <sup>(1)</sup> 02/13/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.88	02/13/2007		A		14,950		02/13/2008 <sup>(2)</sup> 02/13/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENN W DOUGLAS 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350			Chief Financial Officer	

## Signatures

W. Douglas  
Benn

02/15/2007

\*\*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) 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 3,150 shares on February 13, 2010.  
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 4,525 shares on February 13, 2008; 4,525 shares on February 13, 2009; and 5,900 shares on February 13, 2010.
- (2) Incentive Plan. The options vest with respect to 4,525 shares on February 13, 2008; 4,525 shares on February 13, 2009; and 5,900 shares on February 13, 2010.

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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