

RARE HOSPITALITY INTERNATIONAL INC

Form 4

February 21, 2007

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

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(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)
02/16/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/16/2007		M		500	A	\$ 14.8753	7,214 D
Common Stock	02/16/2007		M		14,062	A	\$ 21.64	21,276 D
Common Stock	02/16/2007		M		20,000	A	\$ 24.61	41,276 D
Common Stock	02/16/2007		M		9,798	A	\$ 27.14	51,074 D
Common Stock	02/16/2007		M		8,375	A	\$ 26.81	59,449 D

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Common Stock	02/16/2007	M	5,111	A	\$ 31.72	64,560	D
Common Stock	02/16/2007	S	38,946	D	\$ 32	25,614	D
Common Stock	02/16/2007	S	6,100	D	\$ 32.0257	19,514	D
Common Stock	02/16/2007	S	3,000	D	\$ 32.05	16,514	D
Common Stock	02/16/2007	S	4,800	D	\$ 32.0502	11,714	D
Common Stock	02/16/2007	S	5,000	D	\$ 32.0528	6,714	D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 14.8753	02/16/2007		M	500	01/01/2002 04/26/2007 ⁽¹⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.64	02/16/2007		M	14,062	06/30/2004 04/26/2007 ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.61	02/16/2007		M	20,000	12/10/2004 04/26/2007 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.14	02/16/2007		M	9,798	02/10/2005 04/26/2007 ⁽⁴⁾	Common Stock
	\$ 26.81	02/16/2007		M	8,375	07/20/2005 04/26/2007 ⁽⁵⁾	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 31.72

02/16/2007

M

5,111

02/08/2006

04/26/2007⁽⁶⁾

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

02/21/2007

 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) As timely reported on a previous Form 4, the option would have expired on December 31, 2010. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.
- (2) As timely reported on a previous Form 4, the option would have expired on June 30, 2013. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.
- (3) As timely reported on a previous Form 4, the option would have expired on December 10, 2013. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.
- (4) As timely reported on a previous Form 4, the option would have expired on February 10, 2014. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.
- (5) As timely reported on a previous Form 4, the option would have expired on July 20, 2014. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.
- (6) As timely reported on a previous Form 4, the option would have expired on February 8, 2015. However, the reporting person resigned from the Company and, pursuant to such resignation, the stock option will expire on this earlier date.

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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