Edgar Filing: RARE HOSPITALITY INTERNATIONAL INC - Form 4

RARE HOSPITALITY INTERNATIONAL INC

Form 4 May 22, 2006

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

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(b).

(Last)

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

(First) (Middle)

8215 ROSWELL ROAD, BUILDING 600

(Street)

(Month/Day/Year) 05/18/2006

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

RARE HOSPITALITY

INTERNATIONAL INC [RARE]

Director

_X__ Officer (give title __X__ Other (specify below) below) Vice President / President-Bugaboo Creek

(Check all applicable)

10% Owner

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

ATLANTA, GA 30350

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of	` '	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	05/18/2006		M	4,360	A	\$ 18.1867	9,747	D	
Common Stock	05/18/2006		M	878	A	\$ 18.1867	10,625	D	
Common Stock	05/18/2006		M	1,122	A	\$ 17.38	11,747	D	
Common Stock	05/18/2006		M	837	A	\$ 15.6133	12,584	D	
Common Stock	05/18/2006		S	3,297	D	\$ 31.46	9,287	D	

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Common Stock	05/18/2006	S	1,400	D	\$ 31.5286 7,887	D
Common Stock	05/18/2006	S	3,000	D	\$ 31.705 4,887	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. 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 Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A or N or S:
Non-Qualified Stock Option (right to buy)	\$ 18.1867	05/18/2006		M	4,360	06/03/2003(1)	06/03/2012	Common Stock	2
Incentive Stock Option (right to buy)	\$ 18.1867	05/18/2006		M	878	06/03/2003(2)	06/03/2012	Common Stock	
Incentive Stock Option (right to buy)	\$ 17.38	05/18/2006		M	1,122	07/01/2003(3)	07/01/2012	Common Stock	-
Non-Qualified Stock Option (right to buy)	\$ 15.6133	05/18/2006		M	837	09/30/2003(4)	09/30/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	F*					
	Director	10% Owner	Officer	Other		
Nyhof Kristin R			Vice President	President-Bugaboo Creek		

8215 ROSWELL ROAD BUILDING 600

Reporting Owners 2

Relationships

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ATLANTA, GA 30350

Signatures

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

05/22/2006

**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) 4,103 shares vested and became exercisable on June 3, 2003; 4,050 shares vested and became exercisable on June 3, 2004; and 1,189 shares vested and became exercisable on June 3, 2005.
- (2) 899 shares vested and became exercisable on June 3, 2003; 949 shares vested and became exercisable on June 3, 2004; and 3,810 shares vested and became exercisable on June 3, 2005.
- (3) 1,155 shares vested and became exercisable on July 1, 2003; 1,122 shares vested and became exercisable on July 1, 2004; and 1,122 shares vested and became exercisable on July 1, 2005.
- (4) 430 shares vested and became exercisable on September 30, 2003; 418 shares vested and became exercisable on September 30, 2004; and 419 shares vested and became exercisable on September 30, 2005.

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.

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