Martin John Form 4 February 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

may continue.

See Instruction

Check this box

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 * Martin John

2. Issuer Name and Ticker or Trading

Issuer

Symbol

RARE HOSPITALITY

INTERNATIONAL INC [RARE]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

Vice President / President-Capital Grille

8215 ROSWELL

(Street)

(Month/Day/Year)

_X__ Officer (give title __X__ Other (specify below) below)

ROAD, BUILDING 600

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/13/2007

Applicable Line)

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

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30350

(City) (State) (Zip) 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 Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount Price (D)

Common Stock

(Instr. 3)

02/13/2007

\$0 A 1,380 Α 10,285

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

(Month/Day/Year)

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

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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 out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Incentive Stock Option (right to buy)	\$ 31.88	02/13/2007		A	3,150	02/13/2010(1)	02/13/2017	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 31.88	02/13/2007		A	5,900	02/13/2008(2)	02/13/2017	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships
Kebul ulig Owliet Name / Address	

Director 10% Owner Officer Other

Martin John 8215 ROSWELL ROAD BUILDING 600

ATLANTA, GA 30350

Vice President President-Capital Grille

Signatures

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

02/15/2007

Date

**Signature of Reporting Person

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 (2) Incentive Plan. The options vest with respect to 2,262 shares on February 13, 2008; 2,263 shares on February 13, 2009; and 1,375 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. 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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