

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 September 25, 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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/21/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

ATLANTA, GA 30350

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	09/21/2007		M		59,390	A	\$ 8.528	96,787	D	
Common Stock	09/21/2007		M		7,610	A	\$ 14.8753	104,397	D	
Common Stock								2,025	I	By WDB IRA Account
Common Stock								750	I	By custodian for

Common Stock	750	I	Madeline Ashley Benn  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 Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 8.528	09/21/2007		M	59,390	12/27/2000 <sup>(1)</sup>	12/27/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.8753	09/21/2007		M	7,610	01/01/2002 <sup>(2)</sup>	12/31/2010	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

09/25/2007

\_\_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) 15,778 shares vested and became exercisable on January 1, 2002; 15,778 shares vested and became exercisable on January 1, 2003; 15,779 shares vested and became exercisable on January 1, 2004; 15,778 shares vested and became exercisable on January 1, 2005; and 15,779 shares vested and became exercisable on January 1, 2006.
  - (2) 22,950 shares vested and became exercisable on December 27, 2000; 22,275 shares vested and became exercisable on December 27, 2001; and 22,275 shares vested and became exercisable on December 27, 2002.

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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