

BENN W DOUGLAS  
 Form 4  
 February 10, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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)  
 02/08/2006

\_\_\_\_ 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 Ownership (Instr. 4) |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                                       |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |                                       |
| Common Stock                    | 02/08/2006                           |  | A                              |   | 9,142   | A  | \$ 0 48,604                       | D |                                       |
| Common Stock                    |                                      |  |                                |   |   |  | 2,025                             | I | By WDB IRA Account                    |
| Common Stock                    |                                      |  |                                |   |   |  | 750                               | I | By custodian for Madeline Ashley Benn |

|                 |     |   |  |
|-----------------|-----|---|--|
| Common<br>Stock | 750 | I | By<br>custodian<br>for Kelsey<br>Elizabeth<br>Benn |
|-----------------|-----|---|--|

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) |                  |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 31.5  | 02/08/2006                           |  | A                              | 18,699  | 02/08/2007 <sup>(1)</sup>                                | 02/08/2016  |                  |                 | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 31.5  | 02/08/2006                           |  | A                              | 19,266  | 02/08/2007 <sup>(2)</sup>                                | 02/08/2016  |                  |                 | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 31.5  | 02/08/2006                           |  | A                              | 3,194   | 02/08/2008 <sup>(3)</sup>                                | 02/08/2016  |                  |                 | Common Stock |

## Reporting Owners

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

## Signatures

W. Douglas Benn, by Joia M. Johnson,  
Attorney-in-Fact

02/10/2006

\_\_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).

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 7,298 shares on February 8, 2007; 7,279 shares on February 8, 2008; and 4,122 shares on February 8, 2009.

(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 4,816 shares on February 8, 2007; 4,817 shares on February 8, 2008; and 9,633 shares on February 8, 2009.

(2) 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 18 shares on February 8, 2008; and 3,176 shares on February 8, 2009.

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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