

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 February 16, 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 \*  
**HICKEY PHILIP J JR**

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)  
 02/14/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and Chairman of the Board

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)
				Code	V Amount (D) Price			
Common Stock	02/14/2006		M		40,000 A \$ 6.6667	151,316	D	
Common Stock	02/14/2006		S		1,000 D \$ 31.68	150,316	D	
Common Stock	02/14/2006		S		1,000 D \$ 31.69	149,316	D	
Common Stock	02/14/2006		S		2,000 D \$ 31.735	147,316	D	
Common Stock	02/14/2006		S		2,000 D \$ 31.765	145,316	D	

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Common Stock	02/14/2006	S	1,000	D	\$ 31.81	144,316	D	
Common Stock	02/14/2006	S	5,000	D	\$ 31.9	139,316	D	
Common Stock	02/14/2006	S	2,000	D	\$ 31.9544	137,316	D	
Common Stock	02/14/2006	S	2,000	D	\$ 31.9621	135,316	D	
Common Stock	02/14/2006	S	5,000	D	\$ 31.97	130,316	D	
Common Stock	02/14/2006	S	3,000	D	\$ 31.98	127,316	D	
Common Stock	02/14/2006	S	2,500	D	\$ 32.01	124,816	D	
Common Stock	02/14/2006	S	2,500	D	\$ 32.0175	122,316	D	
Common Stock	02/14/2006	S	1,000	D	\$ 32.02	121,316	D	
Common Stock	02/14/2006	S	1,000	D	\$ 32.06	120,316	D	
Common Stock	02/14/2006	S	2,000	D	\$ 32.086	118,316	D	
Common Stock	02/14/2006	S	2,000	D	\$ 32.13	116,316	D	
Common Stock	02/14/2006	S	1,000	D	\$ 32.1304	115,316	D	
Common Stock	02/14/2006	S	2,500	D	\$ 32.15	112,816	D	
Common Stock	02/14/2006	S	1,500	D	\$ 32.2815	111,316	D	
Common Stock						15,750	I	By trust for Hilary Hickey
Common Stock						15,750	I	By trust for McGrady Hickey

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

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(9-02)

number.

**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 Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 6.6667	02/14/2006		M	40,000	10/29/2000 10/29/2007	Common Stock 40

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKEY PHILIP J JR 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	X		CEO and Chairman of the Board	

## Signatures

Philip J. Hickey, Jr., by Joia M. Johnson,  
Attorney-in-Fact 02/16/2006

\_\_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).

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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