

RARE HOSPITALITY INTERNATIONAL INC

Form 4

September 27, 2007

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLBROOK DICK R

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)

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

09/25/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

8215 ROSWELL
ROAD, BUILDING 600

(Street)

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

ATLANTA, GA 30350

(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	(A) or (D)	Price		
Common Stock	09/25/2007		M		5,625	A	\$ 17.9	9,300	D
Common Stock	09/25/2007		M		5,625	A	\$ 18.5467	14,925	D
Common Stock	09/25/2007		M		5,625	A	\$ 27.14	20,550	D
Common Stock	09/25/2007		M		5,625	A	\$ 31.72	27,175	D
Common Stock	09/25/2007		M		5,625	A	\$ 31.41	31,800	D

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Common Stock 09/25/2007 M 6,000 A \$ 31.88 37,800 D

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

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SEC 1474
(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 Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.9	09/25/2007		M	5,625	09/07/2002	03/07/2012	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 18.5467	09/25/2007		M	5,625	08/11/2003	02/11/2013	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 27.14	09/25/2007		M	5,625	08/10/2004	02/10/2014	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 31.72	09/25/2007		M	5,625	08/08/2005	02/08/2015	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 31.41	09/25/2007		M	5,625	08/07/2006	02/07/2016	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 31.88	09/25/2007		M	6,000	08/13/2007	02/13/2017	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HOLBROOK DICK R
8215 ROSWELL ROAD
BUILDING 600
ATLANTA, GA 30350

X

Signatures

Dick R. Holbrook, by W. Douglas Benn,
Attorney-in-Fact

09/27/2007

__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).

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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