

RARE HOSPITALITY INTERNATIONAL INC  
 Form 3  
 February 18, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *<br>Â WAITES BENJAMIN A<br>(Last) (First) (Middle)<br><br>8215 ROSWELL ROAD,Â BUILDING 600<br>(Street)<br><br>ATLANTA,Â GAÂ 30350<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/09/2005 | 3. Issuer Name and Ticker or Trading Symbol<br>RARE HOSPITALITY INTERNATIONAL INC [RARE] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Accounting Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 5,111  | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|   |                            | Expiration<br>Date |              | Amount or<br>Number of<br>Shares |            | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|----------------------------|--------------------|--------------|----------------------------------|------------|----------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 12/27/2000 <sup>(1)</sup>  | 12/27/2009         | Common Stock | 14,875                           | \$ 8.528   | D                                | Â |
| Incentive Stock Option (right to buy)     | 01/01/2002 <sup>(2)</sup>  | 12/31/2010         | Common Stock | 9,967                            | \$ 14.8753 | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 01/01/2002                 | 12/31/2010         | Common Stock | 3,033                            | \$ 14.8753 | D                                | Â |
| Incentive Stock Option (right to buy)     | 04/01/2003 <sup>(3)</sup>  | 04/01/2012         | Common Stock | 2,115                            | \$ 16.02   | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 07/01/2003 <sup>(4)</sup>  | 07/01/2012         | Common Stock | 634                              | \$ 17.38   | D                                | Â |
| Incentive Stock Option (right to buy)     | 07/01/2003 <sup>(5)</sup>  | 07/01/2012         | Common Stock | 2,764                            | \$ 17.38   | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 09/30/2003 <sup>(6)</sup>  | 09/30/2012         | Common Stock | 2,148                            | \$ 15.6133 | D                                | Â |
| Incentive Stock Option (right to buy)     | 09/30/2005                 | 09/30/2012         | Common Stock | 1,059                            | \$ 15.6133 | D                                | Â |
| Incentive Stock Option (right to buy)     | 12/27/2005                 | 12/27/2012         | Common Stock | 1,500                            | \$ 18.4667 | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 12/30/2003 <sup>(7)</sup>  | 12/30/2012         | Common Stock | 2,233                            | \$ 18.3    | D                                | Â |
| Incentive Stock Option (right to buy)     | 12/30/2005                 | 12/30/2012         | Common Stock | 1,101                            | \$ 18.3    | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 03/31/2004 <sup>(8)</sup>  | 03/31/2013         | Common Stock | 1,546                            | \$ 18.56   | D                                | Â |
| Incentive Stock Option (right to buy)     | 03/31/2005 <sup>(9)</sup>  | 03/31/2013         | Common Stock | 1,177                            | \$ 18.56   | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 06/30/2004 <sup>(10)</sup> | 06/30/2013         | Common Stock | 1,887                            | \$ 21.64   | D                                | Â |
| Incentive Stock Option (right to buy)     | 06/30/2006                 | 06/30/2013         | Common Stock | 943                              | \$ 21.64   | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 10/21/2004 <sup>(11)</sup> | 10/21/2013         | Common Stock | 1,787                            | \$ 22.4    | D                                | Â |
| Incentive Stock Option (right to buy)     | 10/21/2004 <sup>(12)</sup> | 10/21/2013         | Common Stock | 884                              | \$ 22.4    | D                                | Â |
| Non-Qualified Stock Option (right to buy) | 02/10/2005                 | 02/10/2014         | Common Stock | 926                              | \$ 27.14   | D                                | Â |
| Incentive Stock Option (right to buy)     | 02/10/2006 <sup>(13)</sup> | 02/10/2014         | Common Stock | 1,798                            | \$ 27.14   | D                                | Â |



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- (6) 1,089 options vested and became exercisable on September 30, 2003; and 1,059 options vested and became exercisable on September 30, 2004.
- (7) 1,132 options vested and became exercisable on December 20, 2003; and 1,101 options vested and became exercisable on December 30, 2004.
- (8) 925 options vested and became exercisable on March 31, 2004; and 621 options vest and become exercisable on March 31, 2005.
- (9) 277 options vest and become exercisable on March 31, 2005; and 900 options vest and become exercisable on March 31, 2006.
- (10) 944 options vested and became exercisable on June 20, 2004; and 943 options vest and become exercisable on June 20, 2005.
- (11) 907 options vested and became exercisable on October 21, 2004; and 880 options vest and become exercisable on October 21, 2005.
- (12) 1 option vested and became exercisable on October 21, 2004; 1 option vests and becomes exercisable on October 21, 2005; and 882 options vest and become exercisable on October 21, 2006.
- (13) 899 options vest and become exercisable on February 10, 2006; and 899 options vest and become exercisable on February 10, 2007.
- (14) 971 options vest and become exercisable on April 20, 2005; and 216 options vest and become exercisable on April 20, 2006.
- (15) 727 options vest and become exercisable on April 20, 2006; and 943 options vest and become exercisable on April 20, 2007.
- (16) 971 options vest and become exercisable on July 20, 2005; and 943 options vest and become exercisable on July 20, 2006.
- (17) 425 options vest and become exercisable on October 19, 2005; and 412 options vest and become exercisable on October 19, 2006.
- (18) 637 options vest and become exercisable on February 8, 2006; and 188 options vest and become exercisable on February 8, 2007.
- (19) 431 options vest and become exercisable on February 8, 2007; and 619 options vest and become exercisable on February 8, 2008.

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.