

RARE HOSPITALITY INTERNATIONAL INC

Form 4

July 25, 2005

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 *
LEE EUGENE I 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)
07/22/2005

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

President and COO-Rare

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	(A) or (D)	Price			
Common Stock	07/22/2005		M		20,000	A	\$ 8.528	66,150	D	
Common Stock	07/22/2005		S		1,500	D	\$ 29.87	64,650	D	
Common Stock	07/22/2005		S		10,000	D	\$ 29.9	54,650	D	
Common Stock	07/22/2005		S		8,500	D	\$ 30.01	46,150	D	

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)
Non-Qualified Stock Option (right to buy)	\$ 8.528	07/22/2005		M	20,000	12/27/2000 ⁽¹⁾ 12/27/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE EUGENE I JR 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	X		President and COO-Rare	

Signatures

Eugene I. Lee, Jr., by Joia M. Johnson,
Attorney-in-Fact

07/25/2005

__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).

45,000 options vested and became exercisable on December 27, 2000; 45,000 options vested and became exercisable on December 27, 2001; 45,000 options vested and became exercisable on December 27, 2002; 45,000 options vested and became exercisable on December 27, 2003; and 45,000 options vested and became exercisable on December 27, 2004.

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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