

WAITES BENJAMIN A

Form 4

September 23, 2005

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 *
WAITES BENJAMIN A

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)
09/21/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

ATLANTA, GA 30350

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Ar Underlying Se
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c c o u n t
Incentive Stock Option (right to buy)	\$ 24.9	09/21/2005	A		3,234		09/21/2007 ⁽¹⁾	09/21/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 24.9	09/21/2005	A		11,766		09/21/2006 ⁽²⁾	09/21/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAITES BENJAMIN A 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	Chief Accounting Officer

Signatures

Benjamin A. Waites, by Joia M. Johnson,
Attorney-In-Fact 09/23/2005

__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).
- (1) Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 3 shares on September 21, 2007, and 3,231 shares on September 21, 2008.
- Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 5,000 shares on September 21, 2006; 4,997 shares on September 21, 2007; and 1,769 shares on September 21, 2008.
- (2)

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.