

HICKEY PHILIP J JR  
Form 4  
February 24, 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 \*  
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)  
02/22/2005

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	(A) or (D)	Price		
Common Stock	02/22/2005		M		23,298	A	\$ 5.3333	107,036	D
Common Stock	02/22/2005		M		16,702	A	\$ 6.6667	123,738	D
Common Stock	02/22/2005		S		2,000	D	\$ 29.22	121,738	D
Common Stock	02/22/2005		S		2,500	D	\$ 29.19	119,238	D
Common Stock	02/22/2005		S		5,000	D	\$ 29.16	114,238	D

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Common Stock	02/22/2005		S	3,500	D	\$ 29.12	110,738	D	
Common Stock	02/22/2005		S	5,000	D	\$ 29.1	105,738	D	
Common Stock	02/22/2005		S	5,000	D	\$ 29.09	100,738	D	
Common Stock	02/22/2005		S	3,000	D	\$ 29.06	97,738	D	
Common Stock	02/22/2005		S	5,000	D	\$ 29.0579	92,738	D	
Common Stock	02/22/2005		S	5,000	D	\$ 29.05	87,738	D	
Common Stock	02/22/2005		S	2,000	D	\$ 28.94	85,738	D	
Common Stock	02/22/2005		S	1,000	D	\$ 28.93	84,738	D	
Common Stock	02/22/2005		S	1,000	D	\$ 28.87	83,738	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Am or Nur of S
				Code	V (A) (D)				

Non-Qualified Stock Option (right to buy)	\$ 5.3333	02/22/2005	M	23,298	10/29/1999	10/29/2007	Common Stock	23
Non-Qualified Stock Option (right to buy)	\$ 6.6667	02/22/2005	M	16,702	10/29/2000	10/29/2007	Common Stock	16

## 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

02/24/2005

\_\_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).

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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