

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 February 14, 2006

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 *
 JOHNSON JOIA M

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)
 02/10/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP, Gen. Counsel, Sec.

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	02/10/2006		M			1,794	A	\$ 18.3	8,008	D	
Common Stock	02/10/2006		M			779	A	\$ 14.8753	8,787	D	
Common Stock	02/10/2006		M			6,222	A	\$ 14.8753	15,009	D	
Common Stock	02/10/2006		S			8,295	D	\$ 32.13	6,714	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 Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 18.3	02/10/2006		M	1,794	12/30/2003 ⁽¹⁾ 12/31/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.8753	02/10/2006		M	779	01/01/2003 ⁽²⁾ 12/30/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 14.8753	02/10/2006		M	6,222	01/01/2003 ⁽³⁾ 12/31/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
JOHNSON JOIA M 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350			Exec. VP, Gen. Counsel, Sec.

Signatures

Joia M. Johnson 02/14/2006

**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) 6,999 options vested and became exercisable on December 30, 2003; 6,794 options vested and became exercisable on December 30, 2004; and 6,794 options vested and became exercisable on December 30, 2005.
- (2) 778 options vested and became exercisable on January 1, 2003; 779 options vested and became exercisable on January 1, 2004; 778 options vested and became exercisable on January 1, 2005; and 779 options vested and became exercisable on January 1, 2006.
- (3) 6,721 options vested and became exercisable on January 1, 2003; 6,722 options vested and became exercisable on January 1, 2004; 6,721 options vested and became exercisable on January 1, 2005; and 6,722 options vested and became exercisable on January 1, 2006.

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.