

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 February 10, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Nyhof Kristin R

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)  
 02/08/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice President / President-Bugaboo Creek

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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 of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|

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| Security<br>(Instr. 3)                          | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                           |                    |                 |                        |
|---|---|-------------------------|--------------------|---|------------------|------------------|---------------------------|--------------------|-----------------|------------------------|
|   |   |                         | Code               | V   | (A)              | (D)              | Date Exercisable          | Expiration<br>Date | Title           | Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 31.72  | 02/08/2005              | A                  |   | 3,350            |                  | 02/08/2006 <sup>(1)</sup> | 02/08/2015         | Common<br>Stock | 3                      |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 31.72  | 02/08/2005              | A                  |   | 1,650            |                  | 02/08/2008                | 02/08/2015         | Common<br>Stock | 1                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |                         |
|---|---------------|-----------|----------------|-------------------------|
|   | Director      | 10% Owner | Officer        | Other                   |
| Nyhof Kristin R<br>8215 ROSWELL ROAD<br>BUILDING 600<br>ATLANTA, GA 30350 |               |           | Vice President | President-Bugaboo Creek |

## Signatures

Kristin R. Nyhof, by Joia M. Johnson,  
Attorney-in-Fact

02/10/2005

\*\*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 buy shares under the RARE Hospitality, International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 1,700 shares on February 8, 2006; and 1,650 shares on February 8, 2007.

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.