

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 March 09, 2007

**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)  
**03/08/2007**

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/08/2007		M			10,000	A	\$ 8.528	76,500	D	
Common Stock	03/08/2007		S			4,500	D	\$ 30.85	72,000	D	
Common Stock	03/08/2007		S			3,100	D	\$ 30.8739	68,900	D	
Common Stock	03/08/2007		S			700	D	\$ 31	68,200	D	
Common Stock	03/08/2007		S			1,700	D	\$ 31.12	66,500	D	

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 8.528	03/08/2007		M	10,000	12/27/2000 <sup>(1)</sup> 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 W. Douglas Benn,  
Attorney-in-Fact 03/09/2007

\_\_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) 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. 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.