

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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**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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**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)				

