

WAITES BENJAMIN A

Form 4

February 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WAITES BENJAMIN A

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)
02/08/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

ATLANTA, GA 30350

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2006		A		3,253	A	\$ 0 7,989
						D	

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
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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)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A		4,561		02/08/2007 ⁽¹⁾	02/08/2016	Common Stock	4,561
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A		7,861		02/08/2007 ⁽²⁾	02/08/2016	Common Stock	7,861
Incentive Stock Option (right to buy)	\$ 31.5	02/08/2006		A		2,280		02/08/2009 ⁽³⁾	02/08/2016	Common Stock	2,280
Incentive Stock Option (right to buy)	\$ 31.5	02/08/2006		A		896		02/08/2009 ⁽⁴⁾	02/08/2016	Common Stock	896

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAITES BENJAMIN A 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	Chief Accounting Officer

Signatures

Benjamin A. Waites, by Joia M. Johnson,
Attorney-In-Fact 02/10/2006

____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) Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 2,281 shares on February 8, 2007; and 2,280 shares on February 8, 2008.
- (2) Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 2,189 shares on February 8, 2007; 2,189 shares on February 8, 2008; and

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3,483 shares on February 8, 2009.

- (3) Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 2,280 shares on February 8, 2009.
- (4) Grant to reporting person of option to purchase shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 896 shares on February 8, 2009.

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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