

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 May 22, 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 *
 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)
 05/18/2006

____ 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 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 (D) or Price (A) | | |
| Common Stock | 05/18/2006 | | M | | 4,360 A \$ 18.1867 | 9,747 | D |
| Common Stock | 05/18/2006 | | M | | 878 A \$ 18.1867 | 10,625 | D |
| Common Stock | 05/18/2006 | | M | | 1,122 A \$ 17.38 | 11,747 | D |
| Common Stock | 05/18/2006 | | M | | 837 A \$ 15.6133 | 12,584 | D |
| Common Stock | 05/18/2006 | | S | | 3,297 D \$ 31.46 | 9,287 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 05/18/2006 | S | 1,400 | D | \$ 31.5286 | 7,887 | D |
| Common Stock | 05/18/2006 | S | 3,000 | D | \$ 31.705 | 4,887 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 18.1867 | 05/18/2006 | | M | 4,360 | 06/03/2003 ⁽¹⁾ 06/03/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.1867 | 05/18/2006 | | M | 878 | 06/03/2003 ⁽²⁾ 06/03/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.38 | 05/18/2006 | | M | 1,122 | 07/01/2003 ⁽³⁾ 07/01/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.6133 | 05/18/2006 | | M | 837 | 09/30/2003 ⁽⁴⁾ 09/30/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| Nyhof Kristin R 8215 ROSWELL ROAD BUILDING 600 | | | Vice President | President-Bugaboo Creek |

ATLANTA, GA 30350

Signatures

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

05/22/2006

 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) 4,103 shares vested and became exercisable on June 3, 2003; 4,050 shares vested and became exercisable on June 3, 2004; and 1,189 shares vested and became exercisable on June 3, 2005.
 - (2) 899 shares vested and became exercisable on June 3, 2003; 949 shares vested and became exercisable on June 3, 2004; and 3,810 shares vested and became exercisable on June 3, 2005.
 - (3) 1,155 shares vested and became exercisable on July 1, 2003; 1,122 shares vested and became exercisable on July 1, 2004; and 1,122 shares vested and became exercisable on July 1, 2005.
 - (4) 430 shares vested and became exercisable on September 30, 2003; 418 shares vested and became exercisable on September 30, 2004; and 419 shares vested and became exercisable on September 30, 2005.

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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