

HICKEY PHILIP J JR
Form 4
February 24, 2005

FORM 4

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

OMB APPROVAL

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

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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.

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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 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)				

Non-Qualified Stock Option (right to buy)	\$ 5.3333	02/22/2005	M	23,298	10/29/1999	10/29/2007	Common Stock	23
Non-Qualified Stock Option (right to buy)	\$ 6.6667	02/22/2005	M	16,702	10/29/2000	10/29/2007	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKEY PHILIP J JR 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	X		CEO and Chairman of the Board	

Signatures

Philip J. Hickey, Jr., by Joia M. Johnson,
Attorney-in-Fact

02/24/2005

__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).

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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