

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 October 28, 2004

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 *
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)
 10/27/2004

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	10/27/2004		M			40,000	A	\$ 5.333	93,738	D	
Common Stock	10/27/2004		S			2,500	D	\$ 27.3742	91,238	D	
Common Stock	10/27/2004		S			5,000	D	\$ 27.25	86,238	D	
Common Stock	10/27/2004		S			5,000	D	\$ 27.15	81,238	D	
Common Stock	10/27/2004		S			7,500	D	\$ 27.05	73,738	D	

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Common Stock	10/27/2004	S	5,000	D	\$ 26.8962	68,738	D	
Common Stock	10/27/2004	S	3,000	D	\$ 26.9746	65,738	D	
Common Stock	10/27/2004	S	7,000	D	\$ 26.8768	58,738	D	
Common Stock	10/27/2004	S	2,500	D	\$ 26.85	56,238	D	
Common Stock	10/27/2004	S	2,500	D	\$ 26.9262	53,738	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.333	10/27/2004		M	40,000	10/29/1999 10/29/2007	Common Stock 40

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

10/28/2004

__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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