

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 September 27, 2007

**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

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and Chairman of the Board

(Last) (First) (Middle)  
 8215 ROSWELL ROAD, BUILDING 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/25/2007

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	09/25/2007		M			13,299	A	\$ 6.6667	107,326	D	
Common Stock	09/25/2007		M			416,250	A	\$ 8.528	523,576	D	
Common Stock	09/25/2007		M			7,785	A	\$ 13.1667	531,361	D	
Common Stock	09/25/2007		M			75,000	A	\$ 15.0267	606,361	D	
Common Stock									15,750	I	By trust for Hilary

Common Stock	15,750	I	Hickey By trust for McGrady Hickey
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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.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Non-Qualified Stock Option (right to buy)	\$ 6.6667	09/25/2007		M		13,299		10/29/2000	10/29/2007	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 8.528	09/25/2007		M		416,250		12/27/2000	12/27/2009	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 13.1667	09/25/2007		M		7,785		12/31/2000	06/28/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 15.0267	09/25/2007		M		75,000		12/31/2002	12/30/2011	Common Stock	7

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

HICKEY PHILIP J JR 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	Director    10% Owner    Officer    Other	CEO and Chairman of the Board
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## Signatures

Philip J. Hickey, Jr., by W. Douglas Benn,  
Attorney-in-Fact

09/27/2007

\_\_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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