

RARE HOSPITALITY INTERNATIONAL INC
 Form 4
 September 27, 2007

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)
 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

(City) (State) (Zip)

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

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.

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(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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.6667	09/25/2007		M	13,299	10/29/2000	10/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.528	09/25/2007		M	416,250	12/27/2000	12/27/2009	Common Stock
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

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

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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