

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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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)			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: Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount or Price			
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.

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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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

