Martin John Form 4 February 10, 2006

## FORM 4

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

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 \*

Martin John

(Last)

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

RARE HOSPITALITY **INTERNATIONAL INC [RARE]** 

(First) (Middle)

8215 ROSWELL ROAD, BUILDING 600

(Street)

(State)

02/08/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

02/08/2006

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

below)

Issuer

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

X\_ Officer (give title \_X\_ Other (specify

Vice President / President-Capital Grille

below)

10% Owner

ATLANTA, GA 30350

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) (Instr. 3 and 4)

7,628

or Code V Amount Price (D)

A

\$0 4,868 Α

D

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)

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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 conf 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 Amo Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A	7,511	02/08/2007(1)	02/08/2016	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 31.5	02/08/2006		A	9,633	02/08/2007(2)	02/08/2016	Common Stock	9
Incentive Stock Option (right to buy)	\$ 31.5	02/08/2006		A	4,462	02/08/2008(3)	02/08/2016	Common Stock	4

# **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Martin John

8215 ROSWELL ROAD

**BUILDING 600** ATLANTA, GA 30350

## **Signatures**

John Martin, by Joia M. Johnson, Attorney-in-Fact

02/10/2006

Vice President President-Capital Grille

\*\*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).
- Grant to reporting person of option to buy shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 3,991 shares on February 8, 2007; 2,705 shares on February 8, 2008; and 815 shares on February 8, 2009.
- Grant to reporting person of option to buy shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term (2) Incentive Plan. The options vest with respect to 2,408 shares on February 8, 2007; 2,408 shares on February 8, 2008; and 4,817 shares on February 8, 2009.
- Grant to reporting person of option to buy shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan. The options vest with respect to 1,286 shares on February 8, 2008; and 3,176 shares on February 8, 2009.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.