

RARE HOSPITALITY INTERNATIONAL INC

Form 4

May 22, 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

OMB APPROVAL

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(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)

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

05/18/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Vice President / President-Bugaboo Creek

8215 ROSWELL
ROAD, BUILDING 600

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ATLANTA, GA 30350

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	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.

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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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
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

ATLANTA, GA 30350

Signatures

Kristin R. Nyhof, by Joia M. Johnson,
Attorney-in-Fact

05/22/2006

__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).
- (1) 4,103 shares vested and became exercisable on June 3, 2003; 4,050 shares vested and became exercisable on June 3, 2004; and 1,189 shares vested and became exercisable on June 3, 2005.
- (2) 899 shares vested and became exercisable on June 3, 2003; 949 shares vested and became exercisable on June 3, 2004; and 3,810 shares vested and became exercisable on June 3, 2005.
- (3) 1,155 shares vested and became exercisable on July 1, 2003; 1,122 shares vested and became exercisable on July 1, 2004; and 1,122 shares vested and became exercisable on July 1, 2005.
- (4) 430 shares vested and became exercisable on September 30, 2003; 418 shares vested and became exercisable on September 30, 2004; and 419 shares vested and became exercisable on September 30, 2005.

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.