

HICKEY PHILIP J JR  
Form 4  
February 24, 2005

**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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2005

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

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                    | 02/22/2005                           |  | M                              |   | 23,298  | A  | \$ 5.3333                         | 107,036 | D |  |
| Common Stock                    | 02/22/2005                           |  | M                              |   | 16,702  | A  | \$ 6.6667                         | 123,738 | D |  |
| Common Stock                    | 02/22/2005                           |  | S                              |   | 2,000   | D  | \$ 29.22                          | 121,738 | D |  |
| Common Stock                    | 02/22/2005                           |  | S                              |   | 2,500   | D  | \$ 29.19                          | 119,238 | D |  |
| Common Stock                    | 02/22/2005                           |  | S                              |   | 5,000   | D  | \$ 29.16                          | 114,238 | D |  |

Edgar Filing: HICKEY PHILIP J JR - Form 4

|              |            |  |   |       |   |            |         |   |                             |
|--------------|------------|--|---|-------|---|------------|---------|---|-----------------------------|
| Common Stock | 02/22/2005 |  | S | 3,500 | D | \$ 29.12   | 110,738 | D |                             |
| Common Stock | 02/22/2005 |  | S | 5,000 | D | \$ 29.1    | 105,738 | D |                             |
| Common Stock | 02/22/2005 |  | S | 5,000 | D | \$ 29.09   | 100,738 | D |                             |
| Common Stock | 02/22/2005 |  | S | 3,000 | D | \$ 29.06   | 97,738  | D |                             |
| Common Stock | 02/22/2005 |  | S | 5,000 | D | \$ 29.0579 | 92,738  | D |                             |
| Common Stock | 02/22/2005 |  | S | 5,000 | D | \$ 29.05   | 87,738  | D |                             |
| Common Stock | 02/22/2005 |  | S | 2,000 | D | \$ 28.94   | 85,738  | D |                             |
| Common Stock | 02/22/2005 |  | S | 1,000 | D | \$ 28.93   | 84,738  | D |                             |
| Common Stock | 02/22/2005 |  | S | 1,000 | D | \$ 28.87   | 83,738  | D |                             |
| Common Stock |            |  |   |       |   |            | 15,750  | I | By trust for Hilary Hickey  |
| Common Stock |            |  |   |       |   |            | 15,750  | I | By trust for McGrady Hickey |

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) |       |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title | Am or Nur of S |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |       |                |

|   |           |            |   |        |            |            |                 |    |
|---|-----------|------------|---|--------|------------|------------|-----------------|----|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 5.3333 | 02/22/2005 | M | 23,298 | 10/29/1999 | 10/29/2007 | Common<br>Stock | 23 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 6.6667 | 02/22/2005 | M | 16,702 | 10/29/2000 | 10/29/2007 | Common<br>Stock | 16 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| HICKEY PHILIP J JR<br>8215 ROSWELL ROAD<br>BUILDING 600<br>ATLANTA, GA 30350 | X             |           | CEO and Chairman of the Board |       |

## Signatures

Philip J. Hickey, Jr., by Joia M. Johnson,  
Attorney-in-Fact

02/24/2005

\*\*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. 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.