

RARE HOSPITALITY INTERNATIONAL INC  
 Form 4  
 March 13, 2007

**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 \*  
**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)  
 03/09/2007

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/09/2007		M		40,000	A	\$ 6.6667 158,985	D
Common Stock	03/09/2007		S		200	D	\$ 30.3 158,785	D
Common Stock	03/09/2007		S		300	D	\$ 30.31 158,485	D
Common Stock	03/09/2007		S		100	D	\$ 30.34 158,385	D
Common Stock	03/09/2007		S		700	D	\$ 30.37 157,685	D

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Common Stock	03/09/2007	S	600	D	\$ 30.38	157,085	D
Common Stock	03/09/2007	S	300	D	\$ 30.39	156,785	D
Common Stock	03/09/2007	S	1,530	D	\$ 30.4	155,255	D
Common Stock	03/09/2007	S	749	D	\$ 30.41	154,506	D
Common Stock	03/09/2007	S	1,121	D	\$ 30.42	153,385	D
Common Stock	03/09/2007	S	1,700	D	\$ 30.43	151,685	D
Common Stock	03/09/2007	S	1,600	D	\$ 30.44	150,085	D
Common Stock	03/09/2007	S	700	D	\$ 30.45	149,385	D
Common Stock	03/09/2007	S	391	D	\$ 30.46	148,994	D
Common Stock	03/09/2007	S	2,209	D	\$ 30.47	146,785	D
Common Stock	03/09/2007	S	1,600	D	\$ 30.48	145,185	D
Common Stock	03/09/2007	S	927	D	\$ 30.49	144,258	D
Common Stock	03/09/2007	S	2,645	D	\$ 30.5	141,613	D
Common Stock	03/09/2007	S	2,252	D	\$ 30.51	139,361	D
Common Stock	03/09/2007	S	2,176	D	\$ 30.52	137,185	D
Common Stock	03/09/2007	S	2,640	D	\$ 30.53	134,545	D
Common Stock	03/09/2007	S	1,060	D	\$ 30.54	133,485	D
Common Stock	03/09/2007	S	1,100	D	\$ 30.55	132,385	D
Common Stock	03/09/2007	S	2,000	D	\$ 30.56	130,385	D

Common Stock						15,750	I
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By trust  
for Hilary  
Hickey



**Remarks:**

This is the first of two Form 4s that were filed to report transactions that occurred on the same day.

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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