

RARE HOSPITALITY INTERNATIONAL INC
 Form 3
 February 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WAITES BENJAMIN A		(Month/Day/Year)	RARE HOSPITALITY INTERNATIONAL INC [RARE]	
(Last)	(First)	(Middle)	02/09/2005	
8215 ROSWELL ROAD,Â BUILDING 600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ATLANTA,Â GAÂ 30350			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Accounting Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,111	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	12/27/2000 ⁽¹⁾	12/27/2009	Common Stock	14,875	\$ 8.528	D	Â
Incentive Stock Option (right to buy)	01/01/2002 ⁽²⁾	12/31/2010	Common Stock	9,967	\$ 14.8753	D	Â
Non-Qualified Stock Option (right to buy)	01/01/2002	12/31/2010	Common Stock	3,033	\$ 14.8753	D	Â
Incentive Stock Option (right to buy)	04/01/2003 ⁽³⁾	04/01/2012	Common Stock	2,115	\$ 16.02	D	Â
Non-Qualified Stock Option (right to buy)	07/01/2003 ⁽⁴⁾	07/01/2012	Common Stock	634	\$ 17.38	D	Â
Incentive Stock Option (right to buy)	07/01/2003 ⁽⁵⁾	07/01/2012	Common Stock	2,764	\$ 17.38	D	Â
Non-Qualified Stock Option (right to buy)	09/30/2003 ⁽⁶⁾	09/30/2012	Common Stock	2,148	\$ 15.6133	D	Â
Incentive Stock Option (right to buy)	09/30/2005	09/30/2012	Common Stock	1,059	\$ 15.6133	D	Â
Incentive Stock Option (right to buy)	12/27/2005	12/27/2012	Common Stock	1,500	\$ 18.4667	D	Â
Non-Qualified Stock Option (right to buy)	12/30/2003 ⁽⁷⁾	12/30/2012	Common Stock	2,233	\$ 18.3	D	Â
Incentive Stock Option (right to buy)	12/30/2005	12/30/2012	Common Stock	1,101	\$ 18.3	D	Â
Non-Qualified Stock Option (right to buy)	03/31/2004 ⁽⁸⁾	03/31/2013	Common Stock	1,546	\$ 18.56	D	Â
Incentive Stock Option (right to buy)	03/31/2005 ⁽⁹⁾	03/31/2013	Common Stock	1,177	\$ 18.56	D	Â
Non-Qualified Stock Option (right to buy)	06/30/2004 ⁽¹⁰⁾	06/30/2013	Common Stock	1,887	\$ 21.64	D	Â
Incentive Stock Option (right to buy)	06/30/2006	06/30/2013	Common Stock	943	\$ 21.64	D	Â
Non-Qualified Stock Option (right to buy)	10/21/2004 ⁽¹¹⁾	10/21/2013	Common Stock	1,787	\$ 22.4	D	Â
Incentive Stock Option (right to buy)	10/21/2004 ⁽¹²⁾	10/21/2013	Common Stock	884	\$ 22.4	D	Â
Non-Qualified Stock Option (right to buy)	02/10/2005	02/10/2014	Common Stock	926	\$ 27.14	D	Â
Incentive Stock Option (right to buy)	02/10/2006 ⁽¹³⁾	02/10/2014	Common Stock	1,798	\$ 27.14	D	Â

Non-Qualified Stock Option (right to buy)	04/20/2005 ⁽¹⁴⁾	04/20/2014	Common Stock	1,187	\$ 26.15	D	Â
Incentive Stock Option (right to buy)	04/20/2006 ⁽¹⁵⁾	04/20/2014	Common Stock	1,670	\$ 26.15	D	Â
Non-Qualified Stock Option (right to buy)	07/20/2005 ⁽¹⁶⁾	07/20/2014	Common Stock	1,914	\$ 26.81	D	Â
Incentive Stock Option (right to buy)	07/20/2007	07/20/2014	Common Stock	943	\$ 26.81	D	Â
Non-Qualified Stock Option (right to buy)	10/19/2005 ⁽¹⁷⁾	10/19/2014	Common Stock	837	\$ 30.19	D	Â
Incentive Stock Option (right to buy)	10/19/2007	10/19/2014	Common Stock	413	\$ 30.19	D	Â
Non-Qualified Stock Option (right to buy)	02/08/2006 ⁽¹⁸⁾	02/08/2015	Common Stock	825	\$ 31.72	D	Â
Incentive Stock Option (right to buy)	02/08/2007 ⁽¹⁹⁾	02/08/2015	Common Stock	1,050	\$ 31.72	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAITES BENJAMIN A 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350	Â	Â	Â Chief Accounting Officer	Â

Signatures

Benjamin A. Waites 02/18/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 5,737 options vested and became exercisable on December 27, 2000; 5,569 options vested and became exercisable on December 27, 2001; and 5,569 options vested and became exercisable on December 27, 2002.
- (2) 1,968 options vested and became exercisable on January 1, 2002; 4,999 options vested and became exercisable on January 1, 2003; and 5,000 options vested and became exercisable on January 1, 2004.
- (3) 719 options vested and became exercisable on April 1, 2003; 698 options vested and became exercisable on April 1, 2004; and 698 options vest and become exercisable on April 1, 2005.
- (4) 343 options vested and became exercisable on July 1, 2003; and 291 options vested and became exercisable on July 1, 2004.
- (5) 811 options vested and became exercisable on July 1, 2003; 831 options vested and became exercisable on July 1, 2004; and 1,122 options vest and become exercisable on July 1, 2005.

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- (6) 1,089 options vested and became exercisable on September 30, 2003; and 1,059 options vested and became exercisable on September 30, 2004.
- (7) 1,132 options vested and became exercisable on December 20, 2003; and 1,101 options vested and became exercisable on December 30, 2004.
- (8) 925 options vested and became exercisable on March 31, 2004; and 621 options vest and become exercisable on March 31, 2005.
- (9) 277 options vest and become exercisable on March 31, 2005; and 900 options vest and become exercisable on March 31, 2006.
- (10) 944 options vested and became exercisable on June 20, 2004; and 943 options vest and become exercisable on June 20, 2005.
- (11) 907 options vested and became exercisable on October 21, 2004; and 880 options vest and become exercisable on October 21, 2005.
- (12) 1 option vested and became exercisable on October 21, 2004; 1 option vests and becomes exercisable on October 21, 2005; and 882 options vest and become exercisable on October 21, 2006.
- (13) 899 options vest and become exercisable on February 10, 2006; and 899 options vest and become exercisable on February 10, 2007.
- (14) 971 options vest and become exercisable on April 20, 2005; and 216 options vest and become exercisable on April 20, 2006.
- (15) 727 options vest and become exercisable on April 20, 2006; and 943 options vest and become exercisable on April 20, 2007.
- (16) 971 options vest and become exercisable on July 20, 2005; and 943 options vest and become exercisable on July 20, 2006.
- (17) 425 options vest and become exercisable on October 19, 2005; and 412 options vest and become exercisable on October 19, 2006.
- (18) 637 options vest and become exercisable on February 8, 2006; and 188 options vest and become exercisable on February 8, 2007.
- (19) 431 options vest and become exercisable on February 8, 2007; and 619 options vest and become exercisable on February 8, 2008.

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.