

Nyhof Kristin R
 Form 4
 February 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
 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)
 8215 ROSWELL ROAD, BUILDING 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2006

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

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 (D) Price | | | |
| Common Stock | 02/08/2006 | | A | 2,189 | A \$ 0 | 5,387 | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 31.5 | 02/08/2006 | | A | 912 | 02/08/2007 ⁽¹⁾ 02/08/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 31.5 | 02/08/2006 | | A | 6,759 | 02/08/2007 ⁽²⁾ 02/08/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 31.5 | 02/08/2006 | | A | 1,824 | 02/08/2008 ⁽³⁾ 02/08/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 31.5 | 02/08/2006 | | A | 2,874 | 02/08/2008 ⁽⁴⁾ 02/08/2016 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nyhof Kristin R
8215 ROSWELL ROAD
BUILDING 600
ATLANTA, GA 30350

Vice President President-Bugaboo Creek

Signatures

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

02/10/2006

**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) 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 912 shares on February 8, 2007.
- (2) 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 2,408 shares on February 8, 2007; 1,798 shares on February 8, 2008; and

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2,553 shares on February 8, 2009.

- (3) 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 912 shares on February 8, 2008; and 912 shares on February 8, 2009.
- (4) 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 610 shares on February 8, 2008; and 2,264 shares on February 8, 2009.

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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