GEORGE DAVID C

Form 4

February 15, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

10% Owner

OMB APPROVAL

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GEORGE DAVID C

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

RARE HOSPITALITY INTERNATIONAL INC [RARE]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

02/13/2007

X_ Officer (give title _X_ Other (specify below) below)

8215 ROSWELL ROAD, BUILDING 600

4. If Amendment, Date Original

Steakhouse 6. Individual or Joint/Group Filing(Check

Vice President / President-LongHorn

Filed(Month/Day/Year)

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30350

(City)

1.Title of

Security

(Instr. 3)

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Common 02/13/2007 Stock

Α 1,882 A \$0 8,861 D

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

(Month/Day/Year)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date ities (Month/Day/Year) ired r seed of . 3, 4,		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Ni of Sh
Incentive Stock Option (right to buy)	\$ 31.88	02/13/2007		A	3,150	02/13/2010(1)	02/13/2017	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 31.88	02/13/2007		A	9,191	02/13/2008(2)	02/13/2017	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

GEORGE DAVID C 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350

Vice President President-LongHorn Steakhouse

Signatures

David C. George, by W. Douglas Benn, Attorney-In-Fact

02/15/2007

**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 3,150 shares on February 13, 2010.
- Grant to reporting person of option to buy shares under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term (2) Incentive Plan. The options vest with respect to 3,085 shares on February 13, 2008; 3,085 shares on February 13, 2009; and 3,021 shares on February 13, 2010.

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.

Reporting Owners 2