

RARE HOSPITALITY INTERNATIONAL INC

Form 4

May 10, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAITES BENJAMIN A

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)
05/08/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

ATLANTA, GA 30350

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/08/2007		M		5,000	A	\$ 14.8753	13,613 D
Common Stock	05/08/2007		M		500	A	\$ 15.6133	14,113 D
Common Stock	05/08/2007		S		7,000	D	\$ 30.25	7,113 D
Common Stock	05/08/2007		G	V	2,000	D	\$ 0	5,113 D

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option	\$ 14.8753	05/08/2007		M	5,000	01/01/2002 ⁽¹⁾ 12/31/2010	Common Stock
Non-Qualified Stock Option	\$ 15.6133	05/08/2007		M	500	09/30/2003 ⁽²⁾ 09/30/2012	Common Stock

Reporting Owners

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

Signatures

Benjamin A. Waites, by W. Douglas Benn,
Attorney-In-Fact 05/10/2007

____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) 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.

(2) 1,089 options vested and became exercisable on September 30, 2003; and 1,059 options vested and became exercisable on September 30, 2004.

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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