

GATHERS THOMAS W
Form 4
October 26, 2004

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 *
GATHERS THOMAS W

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)
10/22/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP- Human Resources

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 10/22/2004 | | M | 1,000 | A | \$ 6.277 | 5,000 | D |
| Common Stock | 10/22/2004 | | M | 2,700 | A | \$ 14.875 | 7,700 | D |
| Common Stock | 10/22/2004 | | M | 1,300 | A | \$ 14.875 | 9,000 | D |
| Common Stock | 10/22/2004 | | S | 1,000 | D | \$ 28.02 | 8,000 | D |
| Common Stock | 10/22/2004 | | S | 1,000 | D | \$ 28.05 | 7,000 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 10/22/2004 | S | 1,000 | D | \$ 28.1 | 6,000 | D |
| Common Stock | 10/22/2004 | S | 2,000 | D | \$ 28.18 | 4,000 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Incentive Stock Option (right to buy) | \$ 6.277 | 10/22/2004 | | M | 1,000 | 12/07/2001 ⁽¹⁾ 12/07/2008 | Common Stock | 1 | |
| Incentive Stock Option (right to buy) | \$ 14.875 | 10/22/2004 | | M | 2,700 | 01/01/2002 ⁽²⁾ 12/31/2010 | Common Stock | 2 | |
| Non-Qualified Stock Option (right to buy) | \$ 14.875 | 10/22/2004 | | M | 1,300 | 01/01/2002 ⁽³⁾ 12/31/2010 | Common Stock | 1 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GATHERS THOMAS W 8215 ROSWELL ROAD BUILDING 600 ATLANTA, GA 30350 | | | EVP- Human Resources | |

Signatures

Thomas W. Gathers, by Joia M. Johnson,
Attorney-in-Fact

10/26/2004

__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) All options vested and became exercisable on December 7, 2001.
6,721 options vested and became exercisable on January 1, 2002; 6,721 options vested and became exercisable on January 1, 2003; 6,722
 - (2) options vested and became exercisable on January 1, 2004; 6721 options vest and become exercisable on January 1, 2005; and 6,722 options vest and become exercisable on January 1, 2006.
778 options vested and became exercisable on January 1, 2002; 778 options vested and became exercisable on January 1, 2003; 779
 - (3) options vested and became exercisable on January 1, 2004; 778 options vest and become exercisable on January 1, 2005; and 779 options vest and become exercisable on January 1, 2006.

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.