

GATHERS THOMAS W

Form 4

October 26, 2004

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
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.

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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)

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 (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
Incentive Stock Option (right to buy)	\$ 6.277	10/22/2004		M	1,000	12/07/2001 <sup>(1)</sup> 12/07/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 14.875	10/22/2004		M	2,700	01/01/2002 <sup>(2)</sup> 12/31/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.875	10/22/2004		M	1,300	01/01/2002 <sup>(3)</sup> 12/31/2010	Common Stock

## 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.

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