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

(Last) (First) (Middle)

8215 ROSWELL ROAD, BUILDING 600

(Street)

ATLANTA, GA 30350

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RARE HOSPITALITY INTERNATIONAL INC [RARE]

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	

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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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sh
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.
(2)	6,721 options vested and became exercisable on January 1, 2002; 6,721 options vested and became exercisable on January 1, 2003; 6,722 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.
(3)	778 options vested and became exercisable on January 1, 2002; 778 options vested and became exercisable on January 1, 2003; 779 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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