

LEE EUGENE I JR  
Form 4  
February 15, 2005

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEE EUGENE I JR

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)

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

02/11/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President and COO-Rare

8215 ROSWELL  
ROAD, BUILDING 600

(Street)

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

ATLANTA, GA 30350

(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                    | 02/11/2005                           |  | M                              |   | 30,000 | A          | \$ 8.528  | 76,150   | D   |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 18,500 | D          | \$ 30   | 57,650   | D   |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 4,000  | D          | \$ 30.0025  | 53,650   | D   |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 2,500  | D          | \$ 30.059   | 51,150   | D   |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 5,000  | D          | \$ 30.099   | 46,150   | D   |

# Edgar Filing: LEE EUGENE I JR - Form 4

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 8.528   | 02/11/2005                              |   | M                                    | 30,000   | 12/27/2000 <sup>(1)</sup> 12/27/2009                           | Common<br>Stock                                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| LEE EUGENE I JR<br>8215 ROSWELL ROAD<br>BUILDING 600<br>ATLANTA, GA 30350 | X President and COO-Rare         |

## Signatures

Eugene I. Lee, Jr., by Joia M. Johnson,  
Attorney-in-Fact

02/15/2005

\_\_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).

45,000 options vested and became exercisable on December 27, 2000; 45,000 options vested and became exercisable on December 27, 2001; 45,000 options vested and became exercisable on December 27, 2002; 45,000 options vested and became exercisable on December 27, 2003; and 45,000 options vested and became exercisable on December 27, 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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