CBRL GROUP INC

Form 4

September 21, 2007

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer

subject to

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Turner Simon**

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CBRL GROUP INC [CBRL]

(Check all applicable)

305 HARTMANN DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

10% Owner Other (specify

09/19/2007

X_ Officer (give title below)

Director

below)

SVP Mktg & Innovation and CMO

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

LEBANON, TN 37087

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) or (Instr. 3 and 4) Price

Common

Stock

09/19/2007

Code V Amount (D) 1,986 A (1)

\$0 12,059

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options (right to buy)	\$ 40.05	09/19/2007		A	10,111 (2)	09/19/2008	09/19/2017	Common Stock	10,1
Performance Shares	(3)	09/19/2007		A	13,637	07/31/2010	07/31/2010	Common Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Turner Simon

305 HARTMANN DRIVE SVP Mktg & Innovation and CMO

LEBANON, TN 37087

Signatures

Simon Turner by Forrest Shoaf,

Attorney-in-fact 09/21/2007

**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) CBRL Group, Inc. granted these shares as a restricted stock grant on September 19, 2007. These shares will vest on July 31, 2009.
- (2) This option grant vests over three years in equal annual installments on September 19, 2008, 2009 and 2010, respectively.
- The performance metric for the performance shares is a combination of revenue growth and EBITDA margin over a two year period ending 7-31-09, with the reporting person then having to remain employed until 7-31-10. If the performance targets are not met, the award has no value. Amount reported above is the maximum award, which is two times the target award. Target awards are earned at achievement of the company's plan.

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.

Reporting Owners 2