Barber Doug Form 4 April 20, 2010

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Barber Doug			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]	(Check all applicable)		
(Last) 305 HARTMA	(First) ANN DR	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2010	Director 10% Owner _X Officer (give title Other (specify below)  Executive VP & COO		
	(Street)		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		
LEBANON, TN 37087				Form filed by More than One Reporting Person		

		Telson								
(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. Securit our Dispos (Instr. 3, 4	ed of		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)	
Common Stock	04/16/2010		M	14,981	A	\$ 27.02	55,791	D		
Common Stock	04/16/2010		S	14,981	D	\$ 52.0815 (1)	40,810	D		
Common Stock	04/19/2010		M	2,153	A	\$ 27.02	42,963	D		
Common Stock	04/19/2010		S	2,153	D	\$ 51.1705	40,846.251 ( <u>3)</u>	D		

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ee Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options (right to buy)	\$ 27.02	04/16/2010		M	1	14,981	09/25/2009	09/25/2018	Common Stock	14,981		
Options (right to buy)	\$ 27.02	04/19/2010		M	2	2,153	09/25/2009	09/25/2018	Common Stock	2,153		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barber Doug

305 HARTMANN DR Executive VP & COO

LEBANON, TN 37087

## **Signatures**

Doug Barber by Forrest Shoaf,

Attorney-in-fact 04/20/2010

\*\*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).
- Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$52.00 per share to \$52.32 per share.
- (1) The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$51.00 per share to \$51.34 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full

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information regarding the number of shares sold at each separate price.

(3) Includes 36.2514 shares acquired from time to time under the Cracker Barrel dividend reinvestment 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.