

WOODHOUSE MICHAEL A
 Form 4
 March 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
WOODHOUSE MICHAEL A

2. Issuer Name and Ticker or Trading Symbol
CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
305 HARTMANN DR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2012

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

LEBANON, TN 37087

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

(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 Ownership: Beneficial or Indirect (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/07/2012		M		81,517 A \$ 40.05		D
Common Stock	03/07/2012		S		81,517 D \$ 55.0227 (1)		D
Common Stock	03/07/2012		M		2,500 A \$ 40		D
Common Stock	03/07/2012		S		2,500 D \$ 55.0227 (1)		D
	03/07/2012		M		16,245 A \$ 31.58		D

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Common Stock							
Common Stock	03/07/2012	S	16,245	D	\$ 55.0227 <u>(1)</u>	313,569.69	D
Common Stock	03/08/2012	M	55,074	A	\$ 31.58	368,643.69	D
Common Stock	03/08/2012	S	55,074	D	\$ 55.0238 <u>(1)</u>	313,569.69	D
Common Stock	03/08/2012	M	128,505	A	\$ 27.02	442,074.69	D
Common Stock	03/08/2012	S	128,505	D	\$ 55.0238 <u>(1)</u>	313,569.69	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Acquired (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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 40.05	03/07/2012		M	81,517 <u>(2)</u>	<u>(4)</u>	09/19/2017	Common Stock	81,517
Stock Options (right to buy)	\$ 31.58	03/07/2012		M	16,245 <u>(2)</u>	<u>(3)</u>	09/10/2019	Common Stock	16,245
Stock Options (right to buy)	\$ 40	03/07/2012		M	2,500 <u>(2)</u>	<u>(5)</u>	09/21/2016	Common Stock	2,500

Stock Options (right to buy)	\$ 31.58	03/08/2012	M	55,074 (2)	(3)	09/10/2019	Common Stock	55,074
Stock Options (right to buy)	\$ 27.02	03/08/2012	M	128,505 (2)	(6)	09/25/2018	Common Stock	128,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHOUSE MICHAEL A 305 HARTMANN DR LEBANON, TN 37087		X		

Signatures

Michael A. Woodhouse by Lawrence E. Hyatt,
Attorney-in-fact

03/09/2012

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 \$55.00 per share to \$55.19 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2012.
- (3) This option grant was granted on September 10, 2009 and vests over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.
- (4) This option grant was granted on September 19, 2007 and vested over three years in equal installments on September 19, 2008, 2009 and 2010, respectively.
- (5) This option grant was granted on September 21, 2006 and vested over three years in equal installments on September 21, 2007, 2008 and 2009, respectively.
- (6) This option grant was granted on September 25, 2008 and vested over three years in equal installments on September 25, 2009, 2010 and 2011, respectively.

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.