

Harig Robert J
Form 4
October 18, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harig Robert J

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)

LEBANON, TN 37087

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2010

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

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

Sr. VP, 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

(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	10/15/2010		M		7,859	A \$ 40.05	20,960.76 D
Common Stock	10/15/2010		S		7,859	D \$ 52.4323 (1)	13,101.76 D
Common Stock	10/15/2010		M		3,611	A \$ 27.02	16,712.76 D
Common Stock	10/15/2010		S		3,611	D \$ 52.4323 (1)	13,101.76 D
	10/15/2010		M		3,006	A \$ 31.58	16,107.76 D

Edgar Filing: Harig Robert J - Form 4

Common
Stock

Common Stock	10/15/2010	S	3,006	D	\$ 52.4323 (1)	13,101.76	D
-----------------	------------	---	-------	---	----------------------	-----------	---

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. 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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 40.05	10/15/2010		M	7,859	(2) 09/19/2017	Common Stock	7,859
Stock Options (right to buy)	\$ 27.02	10/15/2010		M	3,611	(3) 09/25/2018	Common Stock	3,611
Stock Options (right to buy)	\$ 31.58	10/15/2010		M	3,006	(4) 09/10/2019	Common Stock	3,006

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harig Robert J 305 HARTMANN DR	Sr. VP, Human Resources

LEBANON, TN 37087

Signatures

Robert J. Harig by Forrest Shoaf,
Attorney-in-fact

10/18/2010

__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 \$52.27 per share to \$52.59 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) This option grant vested over three years in equal installments on September 19, 2008, 2009 and 2010, respectively.
- (3) This option grant vests over three years in equal installments on September 25, 2009, 2010 and 2011, respectively.
- (4) This option grant vests over three years in equal installments on September 10, 2010, 2011 and 2012, 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.