

CARROLS RESTAURANT GROUP, INC.

Form 4

November 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Accordino Daniel T

2. Issuer Name and Ticker or Trading Symbol
CARROLS RESTAURANT GROUP, INC. [TAST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2016

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

C/O CARROLS RESTAURANT GROUP, INC., 968 JAMES STREET

(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

SYRACUSE, NY 13203

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.01 par value	11/23/2016		S	7,800	D \$ 13.75	1,083,840	D
Common Stock, \$0.01 par value	11/23/2016		S	2,600	D \$ 13.775	1,081,240	D
Common Stock,	11/23/2016		S	1,000	D \$ 13.8	1,080,240	D

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\$0.01 par value							
Common Stock, \$0.01 par value	11/23/2016	S	1,100	D	\$ 13.825	1,079,140	D
Common Stock, \$0.01 par value	11/23/2016	S	1,900	D	\$ 13.85	1,077,240	D
Common Stock, \$0.01 par value	11/23/2016	S	6,400	D	\$ 13.875	1,070,840	D
Common Stock, \$0.01 par value	11/23/2016	S	500	D	\$ 13.9	1,070,340	D
Common Stock, \$0.01 par value	11/23/2016	S	100	D	\$ 13.925	1,070,240	D
Common Stock, \$0.01 par value	11/23/2016	S	1,600	D	\$ 13.95	1,068,640	D
Common Stock, \$0.01 par value	11/23/2016	S	700	D	\$ 13.975	1,067,940	D
Common Stock, \$0.01 par value	11/23/2016	S	200	D	\$ 14	1,067,740	D
Common Stock, \$0.01 par value	11/23/2016	S	900	D	\$ 14.025	1,066,840	D
Common Stock, \$0.01 par value	11/23/2016	S	200	D	\$ 14.05	1,066,640	D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Accordino Daniel T C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES STREET SYRACUSE, NY 13203	X		CEO and President	

Signatures

/s/ Daniel Accordino 11/28/2016

**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).

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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