

Barber Doug
Form 4
November 29, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 *
Barber Doug

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)
11/24/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP & CPO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/24/2010		S		12,596	D	\$ 54.9028 <u>(1)</u> 18,059.251
Common Stock	11/24/2010		S		5,580	D	\$ 54.5333 <u>(2)</u> 12,479.251
Common Stock	11/24/2010		M		9,108	A	\$ 40 21,587.251
Common Stock	11/24/2010		S		9,108	D	\$ 54.333 <u>(2)</u> 12,479.251
	11/24/2010		M		24,444	A	\$ 40.05 36,923.251

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Common Stock							
Common Stock	11/24/2010	S	24,444	D	\$ 54.5333 (2)	12,479.251	D
Common Stock	11/24/2010	M	14,264	A	\$ 31.58	26,743.251	D
Common Stock	11/24/2010	S	14,264	D	\$ 54.5333 (2)	12,500.391 (3)	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)

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	11/24/2010		M	9,108	(4) 09/21/2016	Common Stock	9,108
Stock Options (right to buy)	\$ 40.05	11/24/2010		M	24,444	(5) 09/19/2017	Common Stock	24,444
Stock Options (right to buy)	\$ 31.58	11/24/2010		M	14,264	(6) 09/10/2019	Common Stock	14,264

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Barber Doug
305 HARTMANN DR
LEBANON, TN 37087

Executive VP & CPO

Signatures

Doug Barber by Forrest Shoaf,
Attorney-in-fact

11/29/2010

__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 \$54.83 per share to \$55.01 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.
Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$54.03 per share to \$55.06 per share.
- (2) 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.
- (3) Includes 21.1405 shares acquired from time to time under the Cracker Barrel dividend reinvestment plan.
- (4) This option grant vested over three years in equal installments on September 21, 2007, 2008 and 2009, respectively.
- (5) This option grant vested over three years in equal installments on September 19, 2008, 2009 and 2010, respectively.
- (6) 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.