

WOODHOUSE MICHAEL A
 Form 4
 October 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
 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)
 10/05/2012

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/05/2012		M			17,899	A	\$ 31.58	412,266.69	D	
Common Stock	10/05/2012		S			17,899 (1)	D	\$ 67.7485 (2)	394,367.69	D	
Common Stock	10/08/2012		M			15,800	A	\$ 31.58	410,167.69	D	
Common Stock	10/08/2012		S			15,800 (1)	D	\$ 67.5486 (3)	394,367.69	D	
	10/09/2012		M			1,960	A	\$ 31.58	396,327.69	D	

Common
Stock

Common Stock	10/09/2012	S	<u>1,960</u> (1)	D	\$ 66.9696 (5)	394,367.69	D
Common Stock	10/09/2012	S	<u>21,325</u> (1)	D	\$ 66.9696 (5)	373,042.69	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. Amount or Number of Shares
Stock options (right to buy)	\$ 31.58	10/05/2012		M	<u>17,899</u> (1)	<u>(4)</u> 09/10/2019	Common Stock	17,899
Stock options (right to buy)	\$ 31.58	10/08/2012		M	<u>15,800</u> (1)	<u>(4)</u> 09/10/2019	Common Stock	15,800
Stock options (right to buy)	\$ 31.58	10/09/2012		M	<u>1,960</u> (1)	<u>(4)</u> 09/10/2019	Common Stock	1,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WOODHOUSE MICHAEL A
305 HARTMANN DR X
LEBANON, TN 37087

Signatures

Michael A. Woodhouse by Michael J. Zylstra,
Attorney-in-fact

10/09/2012

__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).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 20, 2012.

Represents the average sale price for the transaction reported. Sales prices ranged from \$67.19 per share to \$68.25 per share. 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) Represents the average sale price for the transaction reported. Sales prices ranged from \$67.07 per share to \$67.73 per share. 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.
- (4) This option grant vested over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.

Represents the average sale price for the transaction reported. Sales prices ranged from \$66.59 per share to \$67.43 per share. 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.
- (5)

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.