

Harig Robert J
Form 4
September 22, 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
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(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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2010

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

Sr. VP, Human Resources

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LEBANON, TN 37087

(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	09/20/2010		M		5,000	A \$ 35.6	20,254.76 D
Common Stock	09/20/2010		S		5,000	D \$ (1) 50.9825	15,254.76 D
Common Stock	09/20/2010		M		4,529	A \$ 35.6	19,783.76 D
Common Stock	09/20/2010		S		4,529	D \$ (1) 50.9825	15,254.76 D
	09/20/2010		M		7,061	A \$ 34.6	22,315.76 D

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Common
Stock

Common Stock	09/20/2010	S	7,061	D	\$ 50.9825 (1)	15,254.76	D
Common Stock	09/20/2010	M	3,611	A	\$ 27.02	18,865.76	D
Common Stock	09/20/2010	S	3,611	D	\$ 50.9825 (1)	15,254.76	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)	\$ 35.6	09/20/2010		M	5,000	09/22/2005 09/22/2014	Common Stock	5,000
Stock Options (right to buy)	\$ 35.6	09/20/2010		M	4,529	09/22/2005 09/22/2014	Common Stock	4,529
Stock Options (right to buy)	\$ 34.6	09/20/2010		M	7,061	09/22/2006 09/22/2015	Common Stock	7,061
Stock Options (right to	\$ 27.02	09/20/2010		M	3,611	09/25/2009 09/25/2018	Common Stock	3,611

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harig Robert J 305 HARTMANN DR LEBANON, TN 37087			Sr. VP, Human Resources	

Signatures

Robert J. Harig by Forrest Shoaf, Attorney-in-fact	09/22/2010
**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 \$50.91 per share to \$51.03 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.

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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