

Biviano Michael
Form 4
December 16, 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 *
Biviano Michael

(Last) (First) (Middle)

C/O CARROLS RESTAURANT
GROUP, 968 JAMES STREET

(Street)

SYRACUSE, NY 13203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive VP - Taco Cabana

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

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, \$0.01 par value	12/14/2010		S	27	D	\$ 7.451	81,753 D
Common Stock, \$0.01 par value	12/14/2010		S	100	D	\$ 7.39	81,653 D
Common Stock, \$0.01 par	12/14/2010		S	800	D	\$ 7.45	80,853 D

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value

Common
Stock,
\$0.01 par
value

12/14/2010

S

900

D

\$ 7.36

79,953

D

Common
Stock,
\$0.01 par
value

12/14/2010

S

1,900

D

\$ 7.37

78,053

D

Common
Stock,
\$0.01 par
value

12/14/2010

S

1,503

D

\$ 7.41

76,550

D

Common
Stock,
\$0.01 par
value

12/14/2010

S

2,573

D

\$ 7.42

73,977

D

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

Executive VP - Taco Cabana

Reporting Owners

Biviano Michael
C/O CARROLS RESTAURANT GROUP
968 JAMES STREET
SYRACUSE, NY 13203

Signatures

/s/ Michael

Biviano

12/16/2010

__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).

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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