

Shoaf Forrest  
Form 4  
April 14, 2010

**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 \*  
Shoaf Forrest

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)  
04/12/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP & Chief Legal Officer

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/12/2010		F	371 <u>(1)</u>	D	\$ 50.43	47,086	D
Common Stock	04/13/2010		M	8,000	A	\$ 27.02	55,086	D
Common Stock	04/13/2010		S	8,000	D	\$ 50.8755 <u>(2)</u>	47,086	D
Common Stock	04/14/2010		M	1,232	A	\$ 27.02	48,318	D
Common Stock	04/14/2010		S	1,232	D	\$ 52.1419	47,086	D

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(3)

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 (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
Options (right to buy)	\$ 27.02	04/13/2010		M	8,000	09/25/2009 09/25/2018	Common Stock	8,000
Options (right to buy)	\$ 27.02	04/14/2010		M	1,232	09/25/2009 09/25/2018	Common Stock	1,232

## Reporting Owners

Reporting Owner Name / Address	Relationships
Shoaf Forrest 305 HARTMANN DR LEBANON, TN 37087	Director 10% Owner Officer Sr. VP & Chief Legal Officer

## Signatures

Forrest Shoaf 04/14/2010  
 \*\*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).

(1)

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Represents shares deducted to satisfy federal income tax withholding obligations on the vesting of a portion of a previously disclosed award.

Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$50.83 per share to \$50.91 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.

Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$52.1404 per share to \$52.142 per share.

- (3) 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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