

WOODHOUSE MICHAEL A
Form 4
November 09, 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

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(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)
11/05/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

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

LEBANON, TN 37087

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	11/05/2010		M		15,346	A	\$ 37.19	263,340.69 D
Common Stock	11/05/2010		S		15,346	D	\$ 55.39 (1)	247,994.69 D
Common Stock	11/05/2010		M		73,636	A	\$ 35.6	321,630.69 D
Common Stock	11/05/2010		S		73,636	D	\$ 55.39 (1)	247,994.69 D
Common Stock	11/08/2010		M		5,016	A	\$ 35.6	253,010.69 D

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Common	11/08/2010			\$		
Stock		S	5,016	D	55.0421	247,994.69 D
					<u>(2)</u>	

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Options (right to buy)	\$ 37.19	11/05/2010		M	15,346 (3)	(4)	09/25/2013	Common Stock		15,346
Stock Options (right to buy)	\$ 35.6	11/05/2010		M	73,636 (3)	(5)	09/22/2014	Common Stock		73,636
Stock Options (right to buy)	\$ 35.6	11/08/2010		M	5,016 (3)	(5)	09/22/2014	Common Stock		5,016

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHOUSE MICHAEL A 305 HARTMANN DR LEBANON, TN 37087	X		Chairman & CEO	

Signatures

Michael A. Woodhouse by Forrest Shoaf,
Attorney-in-fact

11/09/2010

__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 \$55.16 per share to \$55.74 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 \$55.00 per share to \$55.25 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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 12, 2010.
- (4) This option grant was granted in September 2003 and vested over three years in equal installments on September 25, 2004, 2005 and 2006, respectively.
- (5) This option grant was granted in September 2004 and vested over three years in equal installments on September 22, 2005, 2006 and 2007, respectively.

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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