

CRACKER BARREL OLD COUNTRY STORE, INC
 Form 4
 September 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
COCHRAN SANDRA B

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)
09/20/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/20/2012 | | M | | 25,000 A \$ 24.27 | 74,566 | D |
| Common Stock | 09/20/2012 | | S | | 9,234 D \$ 65.709 | 65,332 | D |
| Common Stock | 09/20/2012 | | F | | 5,747 (2) D \$ 65.709 | 59,585 | D |
| Common Stock | 09/20/2012 | | M | | 37,442 A \$ 31.58 | 97,027 | D |
| Common Stock | 09/20/2012 | | S | | 18,030 D \$ 65.709 | 78,997 | D |

| | | | | | | | |
|--------------|------------|---|---------------------|---|--------------|---------------|---|
| Common Stock | 09/20/2012 | F | 7,089 <u>(2)</u> | D | \$ 65.709 | (1) 71,907 | D |
|--------------|------------|---|---------------------|---|--------------|---------------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | \$ 24.27 | 09/20/2012 | | M | 25,000 | <u>(3)</u> 03/11/2019 | Common Stock | 25,000 |
| Stock options (right to buy) | \$ 31.58 | 09/20/2012 | | M | 37,442 | <u>(4)</u> 09/10/2019 | Common Stock | 37,442 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| COCHRAN SANDRA B 305 HARTMANN DR LEBANON, TN 37087 | | | President & CEO | |

Signatures

Sandra B. Cochran by Michael J. Zylstra,
Attorney-in-fact

09/24/2012

__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).

Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$65.02 per share to \$67.67 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 at each separate price.

(2) Represents shares deducted to satisfy tax withholding obligations.

(3) This option grant vested over three years in equal installments on March 11, 2010, 2011 and 2012, respectively.

(4) This option grant vested over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.

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.