**CBRL GROUP INC** 

Form 4

August 07, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

. 31	1									
1. Name and Address of Reporting Person * WOODHOUSE MICHAEL A			Symbol		d Ticker or Trading  INC [CBRL]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction ·	(Chec	ck all applicable	)		
305 HARTI	Ξ	(Month/D 08/06/2	• /		_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  CBRL Group Pres & CEO					
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
LEBANON		Filed(Mor	nth/Day/Yea	ır)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transacti	4. Securities Acquired ion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct			

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/06/2007		A	1,400	A	\$ 0	258,295	D	
Common Stock	08/06/2007		F	7,025 (1)	D	\$ 36.82	251,270	D	
Common Stock							800	I	Held by spouse

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
WOODHOUSE MICHAEL A 305 HARTMANN DRIVE LEBANON, TN 37087	X		CBRL Group Pres & CEO					

## **Signatures**

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

08/07/2007

\*\*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) Represents shares deducted to satisfy federal income tax withholding obligations on receipt of award disclosed on line 1 of Table 1 and on vesting of a previously disclosed award.

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.

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