CBRL GROUP INC

Form 4

September 21, 2007

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

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Barber Doug Issuer Symbol CBRL GROUP INC [CBRL] (First) (Last)

(Check all applicable) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner

A

\$0

30,930

X_ Officer (give title Other (specify 305 HARTMANN DRIVE 09/19/2007 below) Sr. VP, Restaurant Operations

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LEBANON, TN 37087

(State)

09/19/2007

(7:-

(City)

Stock

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
				(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/19/2007		A	1,474 (1)	A	\$0	28,430	D	
Common	00/10/2007		٨	2,500	٨	¢ 0	20.020	D	

(2)

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

A

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D

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options (right to buy)	\$ 40.05	09/19/2007		A	24,444 (3)	09/19/2008	09/19/2017	Common Stock	24,4
Performance Shares	<u>(4)</u>	09/19/2007		A	32,970	07/31/2010	07/31/2010	Common Stock	<u>(4</u>)

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Barber Doug

305 HARTMANN DRIVE Sr. VP, Restaurant Operations LEBANON, TN 37087

Signatures

Doug Barber by Forrest Shoaf,

Attorney-in-fact 09/21/2007

**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) CBRL Group, Inc. granted these shares as a restricted stock grant on September 19, 2007. These shares will vest on July 31, 2009.
- (2) CBRL Group, Inc. granted these shares as a retention award on September 19, 2007. These shares will vest on September 19, 2010.
- (3) This option vests over three years in equal annual installments on September 19, 2008, 2009 and 2010, respectively.
- The performance metric for the performance shares is a combination of revenue growth and EBITDA margin over a two year period ending 7-31-09, with the reporting person then having to remain employed until 7-31-10. If the performance targets are not met, the award has no value. Amount reported above is the maximum award, which is two times the target award. Target awards are earned at achievement of the company's plan.

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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