CBRL GROUP INC

Form 4

August 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

(Month/Day/Year)

Barber Doug

(Last)

(City)

1.Title of

Security

1(b).

2. Issuer Name and Ticker or Trading Symbol

CBRL GROUP INC [CBRL]

3. Date of Earliest Transaction (Month/Day/Year)

08/01/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

305 HARTMANN DRIVE

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

Director 10% Owner X_ Officer (give title Other (specify below)

Exec VP & COO

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

LEBANON, TN 37087

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired 5. Amount of 7. Nature of Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Form: Direct Beneficial

Person

(Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) Owned (Instr. 8) (D) or Following Indirect (I) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 25,875 Common 08/01/2008 A A \$0 58,819 D (1) Stock Common 08/04/2008 100 \$0 58,919 D A A Stock Common 7,260 F D 08/01/2008 D 51,659 (2) Stock

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

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Ownership

(Instr. 4)

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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	TransactionNumber		Expiration D	ate Amo		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	Securities Acquired		(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 Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
Barber Doug			Exec				
305 HARTMANN DRIVE			VP &				
LEBANON, TN 37087			COO				

Signatures

Doug Barber by Forrest Shoaf,

Attorney-in-fact 08/05/2008

**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).
- One-half of these shares may not be sold, pledged or otherwise transferred until August 1, 2009; the remaining one-half of these shares may not be sold, pledged or otherwise transferred until August 1, 2010.
- (2) Represents shares deducted to satisfy federal income tax withholding obligations on receipt of awards disclosed on lines 1 and 2 of Table 1 and on the 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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