

CRACKER BARREL OLD COUNTRY STORE, INC

Form 4

September 24, 2012

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 *
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
____X____ 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)
____X____ 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)
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 \$ 78,997 65.709	D	

(1)

Common Stock	09/20/2012	F	7,089 (2)	D	\$ 65.709	71,907	D
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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
Stock options (right to buy)	\$ 24.27	09/20/2012		M	25,000	(3) 03/11/2019	Common Stock	25,000
Stock options (right to buy)	\$ 31.58	09/20/2012		M	37,442	(4) 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.

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