

WOODHOUSE MICHAEL A  
 Form 4  
 April 09, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WOODHOUSE MICHAEL A**

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)  
**04/07/2010**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/07/2010		M		73,893 (1)	A	\$ 23.58 321,887.69 D
Common Stock	04/07/2010		S		73,893 (2)	D	\$ 50.0144 247,994.69 D
Common Stock	04/08/2010		M		86,107 (1)	A	\$ 23.58 334,101.69 D
Common Stock	04/08/2010		S		86,107 (3)	D	\$ 50.0012 247,994.69 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)	Amount or Number of Shares
Options (right to buy)	\$ 23.58	04/07/2010		M	73,893	09/26/2003 09/26/2012	Common Stock	73,893
Options (right to buy)	\$ 23.58	04/08/2010		M	86,107	09/26/2003 09/26/2012	Common Stock	86,107

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHOUSE MICHAEL A 305 HARTMANN DR LEBANON, TN 37087	X		President & CEO	

## Signatures

Michael A. Woodhouse by Forrest Shoaf,  
Attorney-in-fact  
Date: 04/09/2010

\_\_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) Exercise of 10-year options granted on September 26, 2002.  
Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$49.70 per share to \$50.55 per share.
- (2) 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 sold at each separate price.

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Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$50.00 per share to \$50.05 per share.

- (3) 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 sold at each separate price.

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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