

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|-----------|--------------|--|--|--|---|--|--|
| 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2012 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 305 HARTMANN DR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| LEBANON | TN | 37087 | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 03/07/2012 | | M | | 81,517 | A | \$40.05 | 395,086.69 | D | |
| Common Stock | 03/07/2012 | | S | | 81,517 | D | \$55.0227 ⁽¹⁾ | 313,569.69 | D | |
| Common Stock | 03/07/2012 | | M | | 2,500 | A | \$40 | 316,069.69 | D | |
| Common Stock | 03/07/2012 | | S | | 2,500 | D | \$55.0227 ⁽¹⁾ | 313,569.69 | D | |
| Common Stock | 03/07/2012 | | M | | 16,245 | A | \$31.58 | 329,814.69 | D | |
| Common Stock | 03/07/2012 | | S | | 16,245 | D | \$55.0227 ⁽¹⁾ | 313,569.69 | D | |
| Common Stock | 03/08/2012 | | M | | 55,074 | A | \$31.58 | 368,643.69 | D | |
| Common Stock | 03/08/2012 | | S | | 55,074 | D | \$55.0238 ⁽¹⁾ | 313,569.69 | D | |
| Common Stock | 03/08/2012 | | M | | 128,505 | A | \$27.02 | 442,074.69 | D | |
| Common Stock | 03/08/2012 | | S | | 128,505 | D | \$55.0238 ⁽¹⁾ | 313,569.69 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (right to buy) | \$40.05 | 03/07/2012 | | M | | 81,517 ⁽²⁾ | | (4) | 09/19/2017 | Common Stock | 81,517 | \$0 | 0 | D | |
| Stock Options (right to buy) | \$31.58 | 03/07/2012 | | M | | 16,245 ⁽²⁾ | | (3) | 09/10/2019 | Common Stock | 16,245 | \$0 | 90,733 | D | |
| Stock Options (right to buy) | \$40 | 03/07/2012 | | M | | 2,500 ⁽²⁾ | | (5) | 09/21/2016 | Common Stock | 2,500 | \$0 | 0 | D | |
| Stock Options (right to buy) | \$31.58 | 03/08/2012 | | M | | 55,074 ⁽²⁾ | | (3) | 09/10/2019 | Common Stock | 55,074 | \$0 | 35,659 | D | |
| Stock Options (right to buy) | \$27.02 | 03/08/2012 | | M | | 128,505 ⁽²⁾ | | (6) | 09/25/2018 | Common Stock | 128,505 | \$0 | 0 | D | |

Explanation of Responses:

1. Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$55.00 per share to \$55.19 per share. 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.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2012.
3. This option grant was granted on September 10, 2009 and vests over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.
4. This option grant was granted on September 19, 2007 and vested over three years in equal installments on September 19, 2008, 2009 and 2010, respectively.
5. This option grant was granted on September 21, 2006 and vested over three years in equal installments on September 21, 2007, 2008 and 2009, respectively.
6. This option grant was granted on September 25, 2008 and vested over three years in equal installments on September 25, 2009, 2010 and 2011, respectively.

Remarks:

[Michael A. Woodhouse by
Lawrence E. Hyatt, Attorney-in-
fact](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.