

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>COCHRAN SANDRA B</u> (Last) (First) (Middle) 305 HARTMANN DR (Street) LEBANON TN 37087 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/20/2012		M		25,000	A	\$24.27	74,566	D	
Common Stock	09/20/2012		S		9,234	D	\$65.709 ⁽¹⁾	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	\$65.709 ⁽¹⁾	78,997	D	
Common Stock	09/20/2012		F		7,089 ⁽²⁾	D	\$65.709	71,907	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
Stock options (right to buy)	\$24.27	09/20/2012		M			25,000	(3)	03/11/2019	Common Stock	25,000	\$0	0	D	
Stock options (right to buy)	\$31.58	09/20/2012		M			37,442	(4)	09/10/2019	Common Stock	37,442	\$0	0	D	

Explanation of Responses:

- Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$65.02 per share to \$67.67 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 at each separate price.
- Represents shares deducted to satisfy tax withholding obligations.
- This option grant vested over three years in equal installments on March 11, 2010, 2011 and 2012, respectively.
- This option grant vested over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.

Remarks:

Sandra B. Cochran by Michael J. Zylstra, Attorney-in-fact 09/24/2012

** 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.