

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

1. Name and Address of Reporting Person* <u>ZYLSTRA MICHAEL J</u>  (Last) (First) (Middle) <u>305 HARTMANN DRIVE</u>  (Street) <u>LEBANON TN 37087</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CBRL GROUP INC [ CBRL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>Cracker Barrel Gen. Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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	10/18/2004		M		6,890	A	\$13.0625	6,890	D	
Common Stock	10/18/2004		S		6,890	D	\$36.45	0	D	
Common Stock	10/18/2004		M		3,445	A	\$20.1	3,445	D	
Common Stock	10/18/2004		S		3,445	D	\$36.45	0	D	
Common Stock	10/18/2004		M		1,686	A	\$30.69	1,686	D	
Common Stock	10/18/2004		S		1,686	D	\$36.45	0	D	
Common Stock	10/18/2004		M		2,250	A	\$23.58	2,250	D	
Common Stock	10/18/2004		S		2,250	D	\$36.45	0	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 (rights to buy)	\$13.0625	10/18/2004		M		6,890		09/30/2004	03/29/2005	Common Stock	6,890	\$0	0	D	
Stock Options (rights to buy)	\$20.1	10/18/2004		S		3,445		09/27/2002	09/27/2011	Common Stock	3,445	\$0	0	D	
Stock Options (rights to buy)	\$30.69	10/18/2004		M		1,686		09/30/2004	03/29/2005	Common Stock	1,686	\$0	0	D	
Stock Options (rights to buy)	\$23.58	10/18/2004		S		2,250		09/26/2003	09/26/2012	Common Stock	2,250	\$0	3,250	D	

Explanation of Responses:

Michael J. Zylstra by Linda Vantrease, Attorney-in-fact 10/20/2004

\*\* 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.

