

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Barber Doug</u>			<u>CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]</u>			Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP & CPO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
305 HARTMANN DR			11/24/2010					
(Street)	(City)	(State)	4. If Amendment, Date of Original Filed (Month/Day/Year)					
LEBANON TN 37087						<input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	11/24/2010		S		12,596	D	\$54.9028 ⁽¹⁾	18,059.251	D	
Common Stock	11/24/2010		S		5,580	D	\$54.5333 ⁽²⁾	12,479.251	D	
Common Stock	11/24/2010		M		9,108	A	\$40	21,587.251	D	
Common Stock	11/24/2010		S		9,108	D	\$54.333 ⁽²⁾	12,479.251	D	
Common Stock	11/24/2010		M		24,444	A	\$40.05	36,923.251	D	
Common Stock	11/24/2010		S		24,444	D	\$54.5333 ⁽²⁾	12,479.251	D	
Common Stock	11/24/2010		M		14,264	A	\$31.58	26,743.251	D	
Common Stock	11/24/2010		S		14,264	D	\$54.5333 ⁽²⁾	12,500.391 ⁽³⁾	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)	\$40	11/24/2010		M			9,108	(4)	09/21/2016	Common Stock	9,108	\$0.00	0	D	
Stock Options (right to buy)	\$40.05	11/24/2010		M			24,444	(5)	09/19/2017	Common Stock	24,444	\$0.00	0	D	
Stock Options (right to buy)	\$31.58	11/24/2010		M			14,264	(6)	09/10/2019	Common Stock	14,264	\$0.00	28,527	D	

Explanation of Responses:

1. Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$54.83 per share to \$55.01 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. Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$54.03 per share to \$55.06 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.
3. Includes 21,1405 shares acquired from time to time under the Cracker Barrel dividend reinvestment plan.
4. This option grant vested over three years in equal installments on September 21, 2007, 2008 and 2009, respectively.
5. This option grant vested over three years in equal installments on September 19, 2008, 2009 and 2010, respectively.
6. This option grant vests over three years in equal installments on September 10, 2010, 2011 and 2012, respectively.

Remarks:

Doug Barber by Forrest Shoaf, 11/29/2010
Attorney-in-fact

** Signature of Reporting Person Date

* 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.