

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): May 28, 2004

CBRL GROUP, INC.

Tennessee ----- (State or Other Jurisdiction of Incorporation)	0-25225 ----- (Commission File Number)	62-1749513 ----- (I.R.S. Employer Identification No.)
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305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

Item 7. Financial Statements and Exhibits

(c) Exhibits.

99.1 Press Release dated May 28, 2004.

Item 9. Regulation FD Disclosure

CBRL Group, Inc. issued a press release that is attached to this Current Report on Form 8-K as Exhibit 99.1, which by this reference is incorporated herein as if copied verbatim. In the press release, CBRL Group, Inc. announced that its Board of Directors had authorized the repurchase of up to 2 million additional shares of its common stock.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 28, 2004

CBRL GROUP, INC.

By: /s/ James F. Blackstock

Name: James F. Blackstock
Title: Senior Vice President, General
Counsel and Secretary

[COMPANY LOGO]

Contact: Lawrence E. White
Senior Vice President,
Finance and Chief
Financial Officer

CBRL GROUP, INC. ANNOUNCES A NEW SHARE REPURCHASE
AUTHORIZATION FOR 2 MILLION SHARES

LEBANON, Tenn. - (May 28, 2004) - CBRL Group, Inc. (the "Company") (Nasdaq: CBRL) today announced that it has been authorized by its Board of Directors to repurchase up to 2 million additional shares of its common stock. Such repurchases are expected to be made from time to time in open market transactions. The Company had approximately 48.7 million shares outstanding at the end of its third fiscal quarter on April 30, 2004.

The Company has 892,000 shares remaining under its previous 2 million share repurchase authorization announced in February 2004. Thus far this fiscal year, the Company has repurchased 1,769,300 shares of its common stock for total consideration of approximately \$69.2 million, or an average of \$39.11 per share. Since its first share repurchase authorization in fiscal 1999, the Company has repurchased just over 22.7 million shares of its common stock for total consideration of approximately \$593.7 million, or an average of \$26.11 per share.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 499 Cracker Barrel Old Country Store restaurants and gift shops located in 41 states and 107 company-operated and 19 franchised Logan's Roadhouse restaurants in 17 states.

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