

CRACKER BARREL OLD COUNTRY STORE, INC

Form 4

September 22, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COCHRAN SANDRA B

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

09/18/2014

____ Director

☒ Officer (give title below)

____ 10% Owner

____ Other (specify below)

President & CEO

305 HARTMANN DR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

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)
Common Stock	09/18/2014		A	Amount (1) 26,322	A \$ 0	159,828	D
Common Stock	09/18/2014		F	10,824 (2)	D \$ 103.85	149,004	D
Common Stock	09/18/2014		A	36,009 (3)	A \$ 0	185,013	D
Common Stock	09/18/2014		F	15,106 (4)	D \$ 103.85	169,907	D
Common Stock	09/19/2014		S	40,000	D \$ (5) 103.5646	129,908 (6)	D

Edgar Filing: CRACKER BARREL OLD COUNTRY STORE, INC - Form 4

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COCHRAN SANDRA B 305 HARTMANN DR LEBANON, TN 37087	President & CEO

Signatures

Sandra B. Cochran by Michael J. Zylstra,
Attorney-in-fact

09/22/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Award based on two-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY13 Long-Term Performance Plan.
- (2) Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row one of this table.
- (3) Award of market-based stock units based on three-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY12 Long-Term Incentive Grant.
- (4) Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row three of this table.
- (5) Represents the average sale price for the transaction reported. Sales prices ranged from \$102.77 per share to \$104.30 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full

Edgar Filing: CRACKER BARREL OLD COUNTRY STORE, INC - Form 4

information regarding the number of shares sold at each separate price.

(6) Includes one share that was inadvertently omitted on a previous Form 4.

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

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