

CBRL GROUP INC

Form 4

August 05, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODHOUSE MICHAEL A

(Last) (First) (Middle)

305 HARTMANN DRIVE

(Street)

LEBANON, TN 37087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CBRL GROUP INC [CBRL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

CBRL Group Pres & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 08/01/2008 | | A | Amount (1) 40,241 | A \$ 0 318,602 | D | |
| Common Stock | 08/04/2008 | | A | 1,400 | A \$ 0 320,002 | D | |
| Common Stock | 08/01/2008 | | D | 125,000 | D \$ 0 195,002 | D | |
| Common Stock | 08/01/2008 | | A | 75,000 (2) | A \$ 0 270,002 | D | |
| Common Stock | 08/01/2008 | | F | 47,850 (3) | D \$ 24.85 222,152 | D | |

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Common Stock 800 I Held by Spouse

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| WOODHOUSE MICHAEL A 305 HARTMANN DRIVE LEBANON, TN 37087 | Director 10% Owner Officer Other CBRL Group Pres & CEO |

Signatures

Michael A. Woodhouse by Forrest Shoaf,
Attorney-in-fact 08/05/2008

__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).
- One-third of these shares may not be sold, pledged or otherwise transferred until August 1, 2009; an additional one-third (two-thirds in the aggregate) of these shares may not be sold, pledged or otherwise transferred until August 1, 2010; the final one-third of these shares may not be sold, pledged or otherwise transferred until August 1, 2011.
- (1) Shares may not be sold, pledged or otherwise transferred until the earlier of: (1) termination of employment; or (2) August 1, 2010.

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- (3) Represents shares deducted to satisfy federal income tax withholding obligations on receipt of awards disclosed on lines 1, 2 and 4 of Table 1 and on the vesting of a previously disclosed award.

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

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