

CRACKER BARREL OLD COUNTRY STORE, INC

Form 4

September 21, 2015

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 *
Ciavarra Christopher Alex

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)

305 HARTMANN DRIVE

(Street)

LEBANON, TN 37087

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2015

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

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Sr. VP, Marketing

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/17/2015		A		1,699 (1)	A \$ 0	13,976 D
Common Stock	09/17/2015		F		562 (2)	D \$ 146.33	13,414 D
Common Stock	09/17/2015		A		2,778 (3)	A \$ 0	16,192 D
Common Stock	09/17/2015		F		918 (4)	D \$ 146.33	15,274 D
Common Stock	09/21/2015		S		4,087	D \$ 148.2511	11,187 D

Common Stock 09/21/2015 S 913 D \$ 147.68
(6) 10,274 D

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ciavarra Christopher Alex 305 HARTMANN DRIVE LEBANON, TN 37087	Sr. VP, Marketing

Signatures

Christopher Alex Ciavarra by Michael J. Zylstra,
Attorney-in-fact 09/21/2015

____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 2-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY14 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 3-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY13 Market Stock Unit Plan.

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

- (4) Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row three of this table.

Represents the average sale price for the transaction reported. Sale prices ranged from \$147.75 per share to \$148.34 per share. The

- (5) 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.

Represents the average sale price for the transaction reported. Sale prices ranged from \$146.41 per share to \$148.41 per share. The

- (6) 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.

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.