

CBRL GROUP INC

Form 4

September 21, 2007

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 *
ZYLSTRA MICHAEL J

(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)
09/19/2007

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)

Cracker Barrel Gen. Counsel

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	09/19/2007		A	(A) or (D) 1,327 (1)	\$ 0 12,396	D	

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Shares	(2)	09/19/2007		A	16,404	07/31/2010 07/31/2010	Common Stock	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZYLSTRA MICHAEL J 305 HARTMANN DRIVE LEBANON, TN 37087	Cracker Barrel Gen. Counsel

Signatures

Michael J. Zylstra by Forrest Shoaf,
Attorney-in-fact

09/21/2007

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) CBRL Group, Inc. granted these shares as a restricted stock grant on September 19, 2007. These shares will vest on July 31, 2009.

The performance metric for the performance shares is a combination of revenue growth and EBITDA margin over a two year period
(2) ending 7-31-09, with the reporting person then having to remain employed until 7-31-10. If the performance targets are not met, the minimum award is 4687 shares. Amount reported above is the maximum award, which is two times the target award. Target

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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