

CARROLS RESTAURANT GROUP, INC.

Form 4

August 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Flanders Paul R

(Last) (First) (Middle)

C/O CARROLS RESTAURANT
GROUP, INC., 968 JAMES
STREET

(Street)

SYRACUSE, NY 13203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARROLS RESTAURANT
GROUP, INC. [TAST]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2015

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)
VP, CFO and Treasurer

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 Ownership (Instr. 4)
Common Stock, \$0.01 par value	08/13/2015		S	2,500	D \$ 12.5	239,060	D
Common Stock, \$0.01 par value	08/13/2015		S	5,000	D \$ 12.55	234,060	D
Common Stock,	08/13/2015		S	2,500	D \$ 12.56	231,560	D

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\$0.01 par
value

Common
Stock,
\$0.01 par
value

08/13/2015

S

8,775 D

\$ 12.6 222,785 D

Common
Stock,
\$0.01 par
value

08/13/2015

S

2,500 D

\$ 12.63 220,285 D

Common
Stock,
\$0.01 par
value

08/13/2015

S

880 D

\$ 12.67 219,405 D

Common
Stock,
\$0.01 par
value

08/14/2015

S

5,000 D

\$ 12.75 214,405 D

Common
Stock,
\$0.01 par
value

08/14/2015

S

2,500 D

\$ 12.8 211,905 D

Common
Stock,
\$0.01 par
value

08/14/2015

S

2,500 D

\$ 12.85 209,405 D

Common
Stock,
\$0.01 par
value

08/14/2015

S

2,500 D

\$ 12.9 206,905 D

Common
Stock,
\$0.01 par
value

2,100

I

See
Footnote
(1)

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
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
Flanders Paul R C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES STREET SYRACUSE, NY 13203			VP, CFO and Treasurer	

Signatures

/s/ Paul Flanders 08/17/2015

__Signature of Date
Reporting Person

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) These shares of Common Stock are held by the Reporting Person's children.

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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