

HILTON ROBERT C
Form 4
April 27, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILTON ROBERT C

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 DR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2010

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

LEBANON, TN 37087

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

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/22/2010		M			1,578	A	\$ 29.5	20,185.133	D	
Common Stock	04/22/2010		S			1,578	D	\$ 52.6539 (1)	18,607.133	D	
Common Stock	04/22/2010		M			25,312	A	\$ 25.375	43,919.133	D	
Common Stock	04/22/2010		S			25,312	D	\$ 52.7081 (1)	18,607.133	D	
	04/22/2010		M			16,110	A	\$ 25	34,717.133	D	

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Common Stock

Common Stock	04/22/2010	S	16,110	D	\$ 52.7018 <u>(1)</u>	18,607.133	D	
Common Stock						675	I	By Trust

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 (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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (right to buy)	\$ 29.5	04/22/2010		M	1,578	05/24/1993 08/05/2010		Common Stock	1,578
Options (right to buy)	\$ 25.375	04/22/2010		M	25,312	02/26/1994 08/05/2010		Common Stock	25,312
Options (right to buy)	\$ 25	04/22/2010		M	16,110	02/25/1995 08/05/2010		Common Stock	16,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILTON ROBERT C 305 HARTMANN DR LEBANON, TN 37087	X			

Signatures

Robert C. Hilton by Forrest Shoaf,
Attorney-in-fact

04/27/2010

__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).

Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$51.67 per share to \$53.41 per share.

- (1) The 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.

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