BIGLARI, SARDAR
Form 4
October 23, 2012

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 *
BIGLARI, SARDAR

(Last) (First) (Middle)

17802 IH 10 WEST, SUITE 400

(Street)

SAN ANTONIO, TX 78257

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, par value $0.01 (1)	10/19/2012		P		5,000	A	$ 64.4816 (2)	3,689,952	I (4)	By Biglari Holdings Inc.
Common Stock, par value $0.01 (1)	10/23/2012		P		13,200	A	$ 63.9626 (3)	3,703,152	I (4)	By Biglari Holdings Inc.
Common Stock, par value $0.01 (1)								140,100	I (5)	By The Lion Fund, L.P.

Common Stock, par value $0.01 (1)	299,985	I (6)	By Steak n Shake Operations, Inc.

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownc 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
BIGLARI, SARDAR 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		See Explanation of Responses
BIGLARI HOLDINGS INC. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		See Explanation of Responses
BIGLARI CAPITAL CORP. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		See Explanation of Responses
LION FUND, L.P. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257		X		See Explanation of Responses
Steak N Shake Operations Inc. 17802 IH 10 WEST, SUITE 400				See Explanation of Responses

SAN ANTONIO, TX 78257

Signatures

By: /s/ Sardar Biglari	10/23/2012
**Signature of Reporting Person	Date
By: Biglari Holdings Inc., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	10/23/2012
**Signature of Reporting Person	Date
By: Biglari Capital Corp., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	10/23/2012
**Signature of Reporting Person	Date
By: The Lion Fund, L.P., By: Biglari Capital Corp., its general partner, By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	10/23/2012
**Signature of Reporting Person	Date
By: Steak n Shake Operations, Inc., By: /s/ Sardar Biglari, Chairman and Chief Executive Officer	10/23/2012
**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)	This Form 4 is filed jointly by Sardar Biglari, Biglari Holdings Inc. ("BH"), The Lion Fund, L.P. (the "Lion Fund"), Steak n Shake Operations, Inc. ("Steak n Shake") and Biglari Capital Corp. ("BCC"). Each of Mr. Biglari, BH, the Lion Fund, Steak n Shake and BCC is a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock. Each of Mr. Biglari, BH, the Lion Fund, Steak n Shake and BCC disclaims beneficial ownership of the shares of Common Stock of the Issuer that he or it does not directly own.
(2)	The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $64.44 to $64.55. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 2 and 3 to this Form 4.
(3)	The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $63.88 to $64.
(4)	Shares owned directly by BH. Mr. Biglari is the Chairman and Chief Executive Officer of BH and has investment discretion over the securities owned by BH. By virtue of this relationship, Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by BH. Mr. Biglari disclaims beneficial ownership of the shares of Common Stock of the Issuer that he does not directly own.
(5)	Shares owned directly by the Lion Fund. BCC is the general partner of the Lion Fund. BCC is a wholly-owned subsidiary of BH. Mr. Biglari is the Chairman and Chief Executive Officer of each of BCC and BH and has investment discretion over the securities owned by the Lion Fund. By virtue of these relationships, BCC, BH and Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by the Lion Fund. Each of Mr. Biglari, BH and BCC disclaims beneficial ownership of the shares of Common Stock of the Issuer that he or it does not directly own.
(6)	Shares owned directly by Steak n Shake. Steak n Shake is a wholly-owned subsidiary of BH. Mr. Biglari is the Chairman and Chief Executive Officer of each of Steak n Shake and BH and has investment discretion over the securities owned by Steak n Shake. By virtue of these relationships, BH and Mr. Biglari may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by Steak n Shake. Each of BH and Mr. Biglari disclaims beneficial ownership of the shares of Common Stock of the Issuer that he or it does not directly own.

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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