

Maxwell Terry
Form 4
April 19, 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 *
Maxwell Terry

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)
04/15/2010

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/15/2010		M		4,760	A	\$ 27.02
							30,949.405
Common Stock	04/15/2010		S		4,760	D	\$ 51.9954
							26,189.405
Common Stock	04/15/2010		M		4,777	A	\$ 37.19
							30,966.405
Common Stock	04/15/2010		S		4,777	D	\$ 51.9954
							26,189.405
	04/15/2010		M		5,223	A	\$ 37.19
							31,412.405

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Common Stock							
Common Stock	04/15/2010	S	5,223	D	\$ 51.9954 <u>(1)</u>	26,189.405	D
Common Stock	04/15/2010	M	4,053	A	\$ 35.6	30,242.405	D
Common Stock	04/15/2010	S	4,053	D	\$ 51.9954 <u>(1)</u>	26,189.405	D
Common Stock	04/15/2010	M	5,000	A	\$ 39.37	31,189.405	D
Common Stock	04/15/2010	S	5,000	D	\$ 51.9954 <u>(1)</u>	26,189.405	D
Common Stock	04/15/2010	M	9,422	A	\$ 40	35,611.405	D
Common Stock	04/15/2010	S	9,422	D	\$ 51.9954 <u>(1)</u>	26,189.405	D
Common Stock	04/15/2010	M	10,555	A	\$ 40.05	36,744.405	D
Common Stock	04/15/2010	S	10,555	D	\$ 51.9954 <u>(1)</u>	26,189.405	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Options (right to buy)	\$ 37.19	04/15/2010	M	4,777	09/25/2004	09/25/2013	Common Stock	4,777
Options (right to buy)	\$ 37.19	04/15/2010	M	5,223	09/25/2004	09/25/2013	Common Stock	5,223
Options (right to buy)	\$ 35.6	04/15/2010	M	4,053	09/22/2005	09/22/2014	Common Stock	4,053
Options (right to buy)	\$ 39.37	04/15/2010	M	5,000	11/23/2005	11/23/2014	Common Stock	5,000
Options (right to buy)	\$ 40	04/15/2010	M	9,422	09/21/2007	09/21/2016	Common Stock	9,422
Options (right to buy)	\$ 40.05	04/15/2010	M	10,555	09/19/2008	09/19/2017	Common Stock	10,555
Options (right to buy)	\$ 27.02	04/15/2010	M	4,760	09/25/2009	09/25/2018	Common Stock	4,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maxwell Terry 305 HARTMANN DR LEBANON, TN 37087			Sr. VP, Retail Operations	

Signatures

Terry Maxwell by Forrest Shoaf,
Attorney-in-fact

04/19/2010

__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 \$51.80 per share to \$52.25 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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