

CRACKER BARREL OLD COUNTRY STORE, INC
 Form 4
 September 22, 2014

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 *
COCHRAN SANDRA B

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)
09/18/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

LEBANON, TN 37087
 (City) (State) (Zip)

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

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	09/18/2014		A		26,322 (1) \$ 0	D	
Common Stock	09/18/2014		F		10,824 (2) \$ 103.85	D	
Common Stock	09/18/2014		A		36,009 (3) \$ 0	D	
Common Stock	09/18/2014		F		15,106 (4) \$ 103.85	D	
Common Stock	09/19/2014		S		40,000 (5) \$ 103.5646	D	

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information regarding the number of shares sold at each separate price.

(6) Includes one share that was inadvertently omitted on a previous Form 4.

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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