MITCHELL MARTHA M

Form 4

February 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MITCHELL MARTHA M			2. Issuer Name and Ticker or Trading Symbol CBRL GROUP INC [CBRL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middl		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
305 HARTMANN DR			(Month/Day/Year) 02/14/2007	Officer (give title	10% Owner Other (specify elow)	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Gr Applicable Line) X_ Form filed by One Rep	1 0	
LEBANON, T	N 37087			Form filed by More that Person		

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	(Month/Day/Year) Execution Date, if		TransactionAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any Code Disposed of (D))	Beneficially	(D) or	Beneficial			
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership			
						Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported			
				or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	02/14/2007		М	5 270	٨	¢ 25	10.524	Ъ		
Stock	02/14/2007		M	5,370	A	\$ 23	12,534	D		
Common										
Stock	02/14/2007		S	5,370	D	\$ 48	7,164	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	onof Derivative Securities		vative Expiration Date ies (Month/Day/Year) ed ed of		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
Stock Options (rights to buy)	\$ 25	02/14/2007		M		5,370	02/25/1995	01/27/2012	Common Stock	5,370 (1)

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Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
MITCHELL MARTHA M 305 HARTMANN DR LEBANON, TN 37087	X							

Signatures

Martha M. Mitchell by N.B. Forrest Shoaf, Attorney-in-Fact

02/14/2007

**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) Ms. Mitchell exercised these options under a 10b5-1 plan established on January 16, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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