

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): December 2, 2009

**CRACKER BARREL OLD COUNTRY STORE, INC.**

Tennessee  
(State or Other Jurisdiction  
of Incorporation)

0-25225  
(Commission File Number)

62-1749513  
(I.R.S. Employer  
Identification No.)

305 Hartmann Drive, Lebanon, Tennessee 37087

(615) 444-5533

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

Reference is made to the 2002 Omnibus Incentive Compensation Plan (the "Omnibus Plan") of Cracker Barrel Old Country Store, Inc. (the "Company") filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended January 30, 2009. On December 2, 2009, at the Annual Meeting of Shareholders of the Company, the Company's shareholders approved an amendment to the Omnibus Plan changing the equity compensation for non-management directors from a fixed number of shares to allow the Company's Board of Directors (the "Board") to set a targeted dollar value from which the number of options or shares awarded to directors would be derived.

**Item 7.01. Regulation FD Disclosure.**

On December 3, 2009, the Company issued the press release that is furnished as Exhibit 99.1 to this Current Report on Form 8-K and that is incorporated by reference into this Item announcing that the Board had declared a quarterly dividend of \$0.20 per share payable on February 5, 2010 to shareholders of record on January 15, 2010.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See Exhibit Index immediately following signature page.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 8, 2009

CRACKER BARREL OLD COUNTRY  
STORE, INC.

By: /s/ N.B. Forrest Shoaf

Name: N.B. Forrest Shoaf

Title: Senior Vice President, Secretary  
and Chief Legal Officer

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Cracker Barrel Old Country Store, Inc. dated December 3, 2009 (furnished only)



POST OFFICE BOX 787  
LEBANON, TENNESSEE  
37088-0787

**Investor Contact:** Barbara A. Gould  
(615) 235-4124

**Media Contact:** Julie K. Davis  
(615) 443-9266

**CRACKER BARREL OLD COUNTRY STORE, INC. DECLARES QUARTERLY DIVIDEND**

**LEBANON, Tenn. – December 3, 2009** – Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) today announced that the Board of Directors has declared a regular dividend to common shareholders of \$0.20 per share, payable on February 5, 2010 to shareholders of record on January 15, 2010.

**About Cracker Barrel**

Cracker Barrel Old Country Store® restaurants provide a friendly home-away-from-home in its old country stores and restaurants. Guests are cared for like family while relaxing and enjoying real home-style food and shopping that's surprisingly unique, genuinely fun and reminiscent of America's country heritage...all at a fair price. The restaurant serves up delicious, home-style country food such as meatloaf and homemade chicken n' dumplins as well as its signature biscuits using an old family recipe. The authentic old country retail store is fun to shop and offers unique gifts and self-indulgences.

Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) was established in 1969 in Lebanon, Tenn. and operates 593 company-owned locations in 41 states. Every Cracker Barrel unit is open seven days a week with hours Sunday through Thursday, 6 a.m. – 10 p.m., and Friday and Saturday, 6 a.m. - - 11 p.m. For more information, visit: [crackerbarrel.com](http://crackerbarrel.com).

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