

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Maxwell Terry</u>			2. Issuer Name and Ticker or Trading Symbol <u>CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Retail Operations</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
305 HARTMANN DR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LEBANON TN 37087</u>								
(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	(A) or (D)	Price			
Common Stock	04/15/2010		M		4,760	A	\$27.02	30,949.405	D	
Common Stock	04/15/2010		S		4,760	D	\$51.9954 ⁽¹⁾	26,189.405	D	
Common Stock	04/15/2010		M		4,777	A	\$37.19	30,966.405	D	
Common Stock	04/15/2010		S		4,777	D	\$51.9954 ⁽¹⁾	26,189.405	D	
Common Stock	04/15/2010		M		5,223	A	\$37.19	31,412.405	D	
Common Stock	04/15/2010		S		5,223	D	\$51.9954 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	26,189.405	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (right to buy)	\$37.19	04/15/2010		M			4,777	09/25/2004	09/25/2013	Common Stock	4,777	\$51.9954	0	D	
Options (right to buy)	\$37.19	04/15/2010		M			5,223	09/25/2004	09/25/2013	Common Stock	5,223	\$51.9954	0	D	
Options (right to buy)	\$35.6	04/15/2010		M			4,053	09/22/2005	09/22/2014	Common Stock	4,053	\$51.9954	0	D	
Options (right to buy)	\$39.37	04/15/2010		M			5,000	11/23/2005	11/23/2014	Common Stock	5,000	\$51.9954	0	D	
Options (right to buy)	\$40	04/15/2010		M			9,422	09/21/2007	09/21/2016	Common Stock	9,422	\$51.9954	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (right to buy)	\$40.05	04/15/2010		M			10,555	09/19/2008	09/19/2017	Common Stock	10,555	\$51.9954	5,277	D	
Options (right to buy)	\$27.02	04/15/2010		M			4,760	09/25/2009	09/25/2018	Common Stock	4,760	\$51.9954	9,519	D	

Explanation of Responses:

1. Represents the weighted average sale price for the transaction reported. Sales prices ranged from \$51.80 per share to \$52.25 per share. 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.

Remarks:

Terry Maxwell by Forrest
Shoaf, Attorney-in-fact

04/19/2010

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.