

**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>COCHRAN SANDRA B</u>  (Last) (First) (Middle) <u>305 HARTMANN DR</u>  (Street) <u>LEBANON TN 37087</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	09/14/2017		A		27,696 <sup>(1)</sup>	A	\$0.00	157,591	D	
Common Stock	09/14/2017		D		11,619 <sup>(2)</sup>	D	\$149.01	145,972	D	
Common Stock	09/14/2017		A		14,454 <sup>(3)</sup>	A	\$0.00	160,426	D	
Common Stock	09/14/2017		D		6,064 <sup>(4)</sup>	D	\$149.01	154,362	D	
Common Stock	09/15/2017		S		24,467	D	\$152.51 <sup>(5)</sup>	129,895	D	
Common Stock	09/18/2017		S		12,327	D	\$150.01 <sup>(6)</sup>	117,568	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)					

**Explanation of Responses:**

- Award of market-based stock units based on 3-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY15 Market Stock Unit Plan.
- Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row one of this table.
- Award based on two-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY16 Long-Term Performance Plan.
- Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row three of this table.
- Represents the average sale price for the transaction reported. Sale prices ranged from \$151.22 per share to \$153.67 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.
- Represents the average sale price for the transaction reported. Sale prices ranged from \$147.38 per share to \$152.71 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:**

Sandra B. Cochran by Richard M. Wolfson, Attorney-in-Fact 09/18/2017

\*\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Sandra B. Cochran, hereby appoints Jill Golder or Richard M. Wolfson, or either of them, to be the undersigned's true and lawful attorney, for her, and in her name, place and stead to execute, acknowledge, deliver and file, by mail, delivery service or electronically, Forms 3, 4 and 5 (including amendments to those forms) with respect to securities of Cracker Barrel Old Country Store, Inc. (the "Company") required to be filed with the Securities and Exchange Commission, national securities exchanges and the Company pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations under that Act, granting to Jill Golder or Richard M. Wolfson full power and authority to perform all acts necessary to the completion of those purposes.

The undersigned agrees that the attorney-in-fact, Jill Golder or Richard M. Wolfson, may rely entirely on information furnished orally or in writing by the undersigned to any specified attorney-in-fact. The undersigned also agrees to indemnify and hold the Company and the attorney-in-fact harmless against any losses, claims, damages or liabilities (or actions or proceedings in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to the attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating, defending against or resolving any such loss, claim, damage, liability or action.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than those named in this document.

The undersigned agrees and represents to those dealing with my attorney-in-fact, Jill Golder or Richard M. Wolfson, that this Power of Attorney is for indefinite duration and may be voluntarily revoked by me only by written notice to the specified attorney-in-fact, delivered by registered mail or certified mail, return receipt requested.

WITNESS THE EXECUTION OF THIS POWER on September 18, 2017.

/s/ Sandra B. Cochran