UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): September 28, 2004

CBRL GROUP, INC.

Tennessee	0-25225	62-1749513
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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.13e-4(c))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Dan W. Evins, Chairman of the Board of CBRL Group, Inc. (the "Company") notified the Company on September 23, 2004 of his decision not to stand for re-election to the Company's Board of Directors (the "Board") on November 23, 2004.

At the time of Mr. Evins notification, the Board, effective November 23, 2004, elected Michael A. Woodhouse, current President and Chief Executive Officer of the Company, to the position of Chairman.

A press release announcing these events was issued by the Company on September 28, 2004. See Section 7.01 below.

Item 7.01. Regulation FD Disclosure.

On September 28, 2004, the Company issued a press release, which is furnished hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein, announcing that its Board has elected its current President and Chief Executive Officer, Michael A. Woodhouse, as its Chairman of the Board, effective November 23, 2004. The Board of Directors, effective immediately, has also elected current Board member Robert V. Dale as its lead independent director.

On September 28, 2004, the Company issued a press release, which is furnished hereto as Exhibit 99.2 and incorporated by reference as if fully set forth herein, reporting September sales and updating earnings guidance for its first fiscal quarter of 2005.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements. None

(b) Pro Forma Financial Information. None

(c) Exhibits.

99.1	Press Release issued by CBRL Group, Inc. dated September 28, 2004 announcing appointment of Chairman of the Board.
99.2	Press Release issued by CBRL Group, Inc. dated September 28, 2004 reporting sales trends and earnings guidance.

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: September 28, 2004

CBRL GROUP, INC.

By: /s/ James F. Blackstock

Name: James F. Blackstock

Title: Senior Vice President, General Counsel and Secretary

Post Office Box 787
Lebanon, Tennessee
37088-0787
Phone 616.443.9869

[Logo of CBRL Group, Inc.]

Contact: Julie Davis
Communications Director
615-443-9266

CEO MICHAEL A. WOODHOUSE TO BECOME CBRL GROUP, INC. CHAIRMAN
Evins' Successor to Maintain Direction and Leadership

LEBANON, Tenn. (September 28, 2004) - CBRL Group, Inc. (Nasdaq: CBRL) today announced that its Board of Directors has elected its current President and Chief Executive Officer, Michael A. Woodhouse as Chairman of the Board effective November 23, 2004. Current Chairman Dan W. Evins has notified the Company of his decision not to stand for re-election to the Company's Board at that time. The Company's Board of Directors also named Evins, effective November 23, 2004, as its Chairman Emeritus in recognition of his unique role in the development and growth of the Cracker Barrel Old Country Store(R) ("Cracker Barrel") concept. In this new role, Evins will continue to be available from time to time to provide advice to the Company's Board and senior executives.

Evins founded the Cracker Barrel concept in 1969 and has served as the Company' s Chairman since 1970. He was President of Cracker Barrel for 27 years, and Chief Executive Officer until July 2001, when Woodhouse was elected to that position. Evins, who turns 69 in October 2004, established Cracker Barrel as a stopping place for travelers back when the interstate highway system was new. He realized that people would return to his restaurants if they were welcomed with courtesy and could get good food and quality retail products. Evins' approach to business led to the company's mission statement of "pleasing people", and he frequently says that this mission statement applies to all people - guests, employees, suppliers, and shareholders. "Cracker Barrel has grown over the years, to state the obvious," said Evins, "but I am pleased to know that the principles I set as the foundation for the business remain strong."

Woodhouse has over 23 years of experience as an officer in the restaurant and retail industries. He has been responsible for the strategic direction of CBRL Group and its subsidiaries since August of 2001 when he was elected President and CEO of CBRL, and CEO of Cracker Barrel. Previously, he was President and Chief Operating Officer of CBRL and COO of Cracker Barrel. He joined the organization as Senior Vice President of Finance and CFO for Cracker Barrel Old Country Store, Inc. in 1995. Woodhouse worked closely with the rest of Cracker Barrel's senior management during its successful turnaround in 2000, and has led the establishment of a team-based leadership style at both Cracker Barrel and CBRL's other subsidiary, the Logan's Roadhouse(R) casual dining concept, which it acquired in 1999. In announcing these changes, Robert V. Dale, the Company's lead independent director, commented, "Mike has built strong leadership teams in both of our operating businesses and we expect as he takes on the additional responsibilities of Chairman, that Mike will continue to provide the steady presence and solid leadership required to meet the challenges of today's restaurant industry."

"While Danny stepped away from the day-to-day aspects of running the business several years ago, we continue to value his perspective and commitment," said Woodhouse. "I think it's safe to say that what Danny started will continue, and that the people at Cracker Barrel will always strive to reflect the values Danny defined in our mission statement of `pleasing people'. We are pleased that he will continue to be available for advice into the future."

Headquartered in Lebanon, Tennessee, CBRL Group, Inc., through its subsidiaries, presently operates 506 Cracker Barrel Old Country Store(R) restaurants and gift shops located in 41 states and 113 company-operated and 20 franchised Logan's Roadhouse(R) restaurants in 18 states.

Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of CBRL Group, Inc. and its subsidiaries to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to: changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting accounting (including but not limited to, accounting for convertible debt under EITF Issue Abstract No. 04-08), tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; the effects of uncertain consumer confidence or general or regional economic weakness on sales and customer travel activity; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise; commodity, workers' compensation, group health and utility price changes; consumer behavior based on concerns over nutritional or safety aspects of the Company's products or restaurant food in general; competitive marketing and operational initiatives; the effects of plans intended to improve operational execution and performance; the actual results of pending or threatened litigation or governmental investigations or charges and the costs and effects of negative publicity associated with these activities; practical or psychological effects of terrorist acts or war and military or government responses; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; disruptions to the company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; the availability and cost of acceptable sites for development and the Company's ability to identify such sites; changes in generally accepted accounting principles in the United States of America or changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; increases in construction costs; changes in interest rates affecting the Company's financing costs; and other factors described from time to time in the Company's filings with the SEC, press releases, and other communications.

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CBRL GROUP, INC. REPORTS SEPTEMBER SALES AND REAFFIRMS EARNINGS GUIDANCE FOR FISCAL 2005 FIRST QUARTER

LEBANON, Tenn. (September 28, 2004) -- CBRL Group, Inc. (the "Company") (NASDAQ: CBRL) today reported comparable store sales for the four-week period ending September 24, 2004 and reaffirmed earnings guidance for the first fiscal quarter of 2005.

The Company reported that comparable store restaurant sales for the four weeks ending Friday, September 24, 2004 in its Cracker Barrel Old Country Store(R) ("Cracker Barrel") units were up 2.9% from the comparable period last year, with approximately 2.8% higher average check, including approximately 1.7% higher menu pricing. Cracker Barrel comparable store retail sales in September were down 6.4%. Comparable restaurant sales in the Company's Logan's Roadhouse(R) restaurants in September were up 3.9%, including approximately 4.6% higher average check, including approximately 3% higher menu pricing. The Company noted that sales were affected unfavorably in September by Hurricanes Frances and Ivan. The Company estimated that comparable store restaurant sales were reduced by approximately 0.5% at both Cracker Barrel and Logan's as a result of net lost sales from the two hurricanes. Retail sales appear to have been affected by a greater amount, approximately 2.5%, because of the lost or reduced porch sales in many locations during the Labor Day weekend. In addition, both concepts experienced lost sales at locations that are not part of the comparable store base. These estimates reflected the net effect of lost sales from closings and shorter hours and the estimated partial offset from gains at Cracker Barrel stores that apparently benefited from evacuation activity, an effect that was not previously estimable.

The Company urges caution in considering its current trends and the earnings guidance disclosed in this press release. The restaurant industry is highly competitive, and trends and guidance are subject to numerous factors and influences, some of which are discussed in the cautionary language at the end of this press release. The Company disclaims any obligation to update disclosed information on trends or targets other than in its periodic filings on Forms 10-K, 10-Q, and 8-K with the Securities and Exchange Commission.

The Company reaffirmed its guidance for the first fiscal quarter of 2005, which ends on October 29, 2004. The Company presently expects a percentage increase in diluted net income per share up to the mid-single digits over $0.56 in the year-ago quarter. The Company's present guidance reflects expectations for restaurant sales generally in line with previous guidance, lower expectations for retail sales, reflecting weaker trends primarily in seasonal product lines, and a more favorable outlook for costs.

Headquartered in Lebanon, Tennessee, CBRL Group, Inc. presently operates 506 Cracker Barrel Old Country Store restaurants and gift shops located in 41 states and 113 company-operated and 20 franchised Logan's Roadhouse restaurants in 18 states.

Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of CBRL Group, Inc. and its subsidiaries to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "potential" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to: changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting accounting (including but not limited to, accounting for convertible debt under EITF Issue Abstract No. 04-08), tax, wage and hour matters, health and safety, pensions, insurance or other undeterminable areas; the effects of uncertain consumer confidence or general or regional economic weakness on sales and customer travel activity; the ability of the Company to identify, acquire and sell successful new lines of retail merchandise; commodity, workers' compensation, group health and utility price changes; consumer behavior based on concerns over nutritional or safety aspects of the Company's products or restaurant food in general; competitive marketing and operational initiatives; the effects of plans intended to improve operational execution and performance; the actual results of pending or threatened litigation or governmental investigations or charges and the costs and effects of negative publicity associated with these activities; practical or psychological effects of terrorist acts or war and military or government responses; the effects of increased competition at Company locations on sales and on labor recruiting, cost, and retention; the ability of and cost to the Company to recruit, train, and retain qualified restaurant hourly and management employees; disruptions to the company's restaurant or retail supply chain; changes in foreign exchange rates affecting the Company's future retail inventory purchases; the availability and cost of acceptable sites for development and the Company's ability to identify such sites; changes in generally accepted accounting principles in the United States of America or changes in capital market conditions that could affect valuations of restaurant companies in general or the Company's goodwill in particular; increases in construction costs; changes in interest rates affecting the Company's financing costs; and other factors described from time to time in the Company's filings with the SEC, press releases, and other communications.

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