**CBRL GROUP INC** 

Form 4

August 07, 2007

## FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Add Wynne Diana	•	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CBRL GROUP INC [CBRL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
305 HARTMANN DRIVE			(Month/Day/Year) 08/06/2007	Director 10% Owner _X_ Officer (give title Other (specif below) below)  CBRL Group Sr VP Corp. Affairs			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
LEBANON, T	ΓN 37087		Filed(Month/Day/Year)				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	mired. Disposed of, or Beneficially Owner			

(City)	(State) (	Zip) Table	le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	n(A) or Di (Instr. 3,		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Reported Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/06/2007		A	100	A	\$0	8,509	D		
Common Stock	08/06/2007		F	27 (1)	D	\$ 36.82	8,482	D		

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

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 control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	iration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Wynne Diana S **CBRL** 305 HARTMANN DRIVE Group Sr VP LEBANON, TN 37087 Corp. Affairs

## **Signatures**

Diana S. Wynne by N.B. Forrest Shoaf, 08/07/2007 Attorney-in-fact

> \*\*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).
- Represents shares deducted to satisfy federal income tax withholding obligations on receipt of award disclosed on line 1 of Table 1.

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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