

CARROLS RESTAURANT GROUP, INC.

Form 4

November 12, 2008

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vituli Alan

2. Issuer Name and Ticker or Trading Symbol  
CARROLS RESTAURANT GROUP, INC. [TAST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
968 JAMES STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/07/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & Chairman of the Board

SYRACUSE, NY 13203

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$0.01 par value	11/07/2008		P		20,000	A	\$ 1.8
					20,000		
						I	See Foonote <u>(1)</u>
Common Stock \$0.01 par value	11/07/2008		P		10,000	A	\$ 1.82
					30,000		
						I	See Footnote <u>(1)</u>
Common Stock \$0.01 par value	11/07/2008		P		12,750	A	\$ 1.84
					42,750		
						I	See Footnote <u>(1)</u>
Common Stock \$0.01	11/07/2008		P		7,250	A	\$ 1.85
					50,000		
						I	See Footnote

par value								(1)	
Common Stock \$0.01	11/07/2008		P	10,000	A	\$ 1.91	60,000	I	See Footnote (1)
par value									(1)
Common Stock \$0.01							1,373,772	I	See Footnote (2)
par value									(2)

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.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vituli Alan 968 JAMES STREET SYRACUSE, NY 13203	X		CEO & Chairman of the Board	

## Signatures

/s/ Alan Vituli                                  11/11/2008  
 \*\*Signature of                                  Date  
 Reporting Person

## 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).
- (1) All shares of Common Stock are held by CJN Enterprises of which Mr. Vituli is a general partner. All shares of Common Stock are deemed to be held by Mr. Vituli for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (2) All shares of Common Stock are held by the Vituli Family Trust and are deemed to be held by Mr. Vituli for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended.

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

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