

CBRL GROUP INC
Form 4
March 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DALE ROBERT V

2. Issuer Name and Ticker or Trading Symbol
CBRL GROUP INC [CBRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
305 HARTMANN DR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

LEBANON, TN 37087

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/21/2007		M	25,312 A	\$ 29.5 33,994	D	
Common Stock	03/21/2007		S	25,312 D	\$ 49.3 8,682	D	
Common Stock	03/21/2007		M	25,312 A	\$ 25.375 33,994	D	
Common Stock	03/21/2007		S	25,312 D	\$ 49.41 8,682	D	
Common Stock	03/21/2007		M	16,110 A	\$ 25 24,792	D	
	03/21/2007		S	16,110 D	\$ 49.8 8,682	D	

Edgar Filing: CBRL GROUP INC - Form 4

Common
Stock

Common Stock 03/21/2007 M 5,000 A \$ 26.81 13,682 D

Common Stock 03/21/2007 S 5,000 D \$ 50.01 8,682 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)

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (rights to buy)	\$ 29.5	03/21/2007		M	25,312	05/24/1993	01/25/2008	Common Stock	25,312
Stock Options (rights to buy)	\$ 25.375	03/21/2007		M	25,312	02/26/1994	01/25/2008	Common Stock	25,312
Stock Options (rights to buy)	\$ 25	03/21/2007		M	16,110	02/25/1995	01/25/2008	Common Stock	16,110
Stock Options (rights to buy)	\$ 26.81	03/21/2007		M	5,000	11/26/2003	11/26/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: CBRL GROUP INC - Form 4

Director 10% Owner Officer Other

DALE ROBERT V
305 HARTMANN DR X
LEBANON, TN 37087

Signatures

Robert V. Dale by N.B. Forrest Shoaf,
Attorney-in-fact

03/22/2007

__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).

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.