

Flanagan Nicholas V
 Form 4
 September 24, 2018

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

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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 *
 Flanagan Nicholas V

2. Issuer Name and Ticker or Trading Symbol
 CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/20/2018

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 Sr. VP Restaurant & Retail Ops

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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	09/20/2018		M		1,730 (1)	\$ 0	18,784	D
Common Stock	09/20/2018		F		733 (2)	\$ 145.26	18,051	D
Common Stock	09/20/2018		M		1,751 (3)	\$ 0	19,802	D
Common Stock	09/20/2018		F		742 (4)	\$ 145.26	19,060	D
Common Stock	09/24/2018		S		6,000	\$ 145.8145	13,060	D

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

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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)	Amount or Number of Shares
Performance Stock	\$ 0	09/20/2018		M	1,730	09/20/2018 09/20/2018	Common Stock	1,730
Performance Stock	\$ 0	09/20/2018		M	1,751	09/20/2018 09/20/2018	Common Stock	1,751

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanagan Nicholas V 305 HARTMANN DRIVE LEBANON, TN 37087			Sr. VP Restaurant & Retail Ops	

Signatures

Nicholas V. Flanagan by Richard M. Wolfson,
Attorney-in-Fact 09/24/2018

**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).
- (1) 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 FY16 Market Stock Unit Plan.
 - (2) Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row one of this table.
 - (3) Award based on two-year performance requirements and the certification by the Compensation Committee of achievement of those requirements under the FY17 Long-Term Performance Plan.

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(4) Represents shares deducted to satisfy federal tax withholding obligations on the granting of the award disclosed in row three of this table.

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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