

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WOODHOUSE MICHAEL A</u> <hr/> (Last) (First) (Middle) <u>305 HARTMANN DRIVE</u> <hr/> (Street) <u>LEBANON TN 37087</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CBRL GROUP INC [ CBRL ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X CBRL Group Pres & CEO		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2008</u>				
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		

**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	08/01/2008		A		40,241 <sup>(1)</sup>	A	\$0	318,602	D	
Common Stock	08/04/2008		A		1,400	A	\$0	320,002	D	
Common Stock	08/01/2008		D		125,000	D	\$0	195,002	D	
Common Stock	08/01/2008		A		75,000 <sup>(2)</sup>	A	\$0	270,002	D	
Common Stock	08/01/2008		F		47,850 <sup>(3)</sup>	D	\$24.85	222,152	D	
Common Stock								800	I	Held by Spouse

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- One-third of these shares may not be sold, pledged or otherwise transferred until August 1, 2009; an additional one-third (two-thirds in the aggregate) of these shares may not be sold, pledged or otherwise transferred until August 1, 2010; the final one-third of these shares may not be sold, pledged or otherwise transferred until August 1, 2011.
- Shares may not be sold, pledged or otherwise transferred until the earlier of: (1) termination of employment; or (2) August 1, 2010.
- Represents shares deducted to satisfy federal income tax withholding obligations on receipt of awards disclosed on lines 1, 2 and 4 of Table 1 and on the vesting of a previously disclosed award.

Michael A. Woodhouse by 08/05/2008  
Forrest Shoaf, Attorney-in-fact

\*\* Signature of Reporting Person Date

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

\* 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.

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 Number.