

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	
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1. Name and Address of Reporting Person* <u>Flanagan Nicholas V</u> (Last) (First) (Middle) 305 HARTMANN DRIVE (Street) LEBANON TN 37087 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRACKER BARREL OLD COUNTRY STORE, INC [CBRL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP Restaurant & Retail Ops</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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⁾	A	\$0.00	18,784	D	
Common Stock	09/20/2018		F		733 ⁽²⁾	D	\$145.26	18,051	D	
Common Stock	09/20/2018		M		1,751 ⁽³⁾	A	\$0.00	19,802	D	
Common Stock	09/20/2018		F		742 ⁽⁴⁾	D	\$145.26	19,060	D	
Common Stock	09/24/2018		S		6,000	D	\$145.8145	13,060	D	

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 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)	Date Exercisable	Expiration Date						Title
Performance Stock	\$0.00	09/20/2018		M			1,730	09/20/2018	09/20/2018	Common Stock	1,730	\$0.00	0.00	D	
Performance Stock	\$0.00	09/20/2018		M			1,751	09/20/2018	09/20/2018	Common Stock	1,751	\$0.00	0.00	D	

Explanation of Responses:

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

Remarks:

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

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