

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>WOODHOUSE MICHAEL A</u> (Last) (First) (Middle) 305 HARTMANN DRIVE (Street) LEBANON TN 37087 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CBRL Group Pres & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/19/2007		A		27,091 ⁽¹⁾	A	\$0	278,361	D	
Common Stock	09/20/2007		M		25,000	A	\$31	303,361	D	
Common Stock	09/20/2007		S		25,000	D	\$40.66	278,361	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	Amount or Number of Shares				
Stock Options (right to buy)	\$40.05	09/19/2007		A		140,953 ⁽²⁾		09/19/2008	09/19/2017	Common Stock	140,953	\$0	140,953	D	
Performance Shares	⁽³⁾	09/19/2007		A		190,114		09/19/2008	09/19/2017	Common Stock	⁽³⁾	\$0	190,114	D	
Stock Options (right to buy)	\$31	09/20/2007		M			25,000	09/25/1998	09/25/2007	Common Stock	25,000	\$40.66	0	D	

Explanation of Responses:

- CBRL Group, Inc. granted these shares as a restricted stock grant on September 19, 2007. These shares will vest on July 31, 2009.
- This option grant vests over three years in equal annual installments on September 19, 2008, 2009 and 2010, respectively.
- The performance metric for the performance shares is a combination of revenue growth and EBITDA margin over a two year period ending 7-31-09, with the reporting person then having to remain employed until 7-31-10. If the performance targets are not met, the award has no value. Amount reported above is the maximum award, which is two times the target award. Target awards are earned at achievement of the company's plan.

Michael A. Woodhouse by Forrest Shoaf, Attorney-in-fact 09/21/2007
 ** 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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