CARROLS RESTAURANT GROUP, INC.

Form 4

November 12, 2008

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

CARROLS RESTAURANT

GROUP, INC. [TAST]

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

Vituli Alan

See Instruction

(Last)		(Month/Da	•	ansaction			_X_ Director _X_ Officer (giv below)	Owner er (specify		
968 JAMES STREET			11/10/2008					CEO & Chairman of the Board			
	(Street)		ndment, Dat th/Day/Year)	_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SYRACUSE, NY 13203								Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock, \$0.01 par value	11/10/2008			P	10,000	A	\$ 1.75	70,000	I	See Footnote (1)	
Common Stock, \$0.01 par value	11/10/2008			P	10,000	A	\$ 1.82	80,000	I	See Footnote	
Common Stock, \$0.01 par value	11/10/2008			P	10,000	A	\$ 1.87	90,000	I	See Footnote (1)	

Edgar Filing: CARROLS RESTAURANT GROUP, INC. - Form 4

Common Stock, \$0.01 par value

See 1,373,772 Ι Footnote

(2)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Insti

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Vituli Alan

968 JAMES STREET X CEO & Chairman of the Board

SYRACUSE, NY 13203

Signatures

/s/ Alan Vituli 11/12/2008 **Signature of Date Reporting Person

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).
- All shares of Common Stock are held by CJN Enterprises of which Mr. Vituli is a general partner. All shares of Common Stock are deemed to be held by Mr. Vituli for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended.

(2)

Reporting Owners 2

Edgar Filing: CARROLS RESTAURANT GROUP, INC. - Form 4

All shares of Common Stock are held by the Vituli Family Trust and are deemed to be held by Mr. Vituli for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended.

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.