

CARROLS RESTAURANT GROUP, INC.

Form 4

August 17, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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 *
Flanders Paul R

2. Issuer Name and Ticker or Trading Symbol
CARROLS RESTAURANT GROUP, INC. [TAST]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO and Treasurer

C/O CARROLS RESTAURANT GROUP, INC., 968 JAMES STREET

(Street)

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

SYRACUSE, NY 13203

(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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock, \$0.01 par value | 08/13/2015 | | S | | 2,500 | D | \$ 12.5 | 239,060 | D |
| Common Stock, \$0.01 par value | 08/13/2015 | | S | | 5,000 | D | \$ 12.55 | 234,060 | D |
| Common Stock, | 08/13/2015 | | S | | 2,500 | D | \$ 12.56 | 231,560 | D |

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

| | | | | | | | | | |
|--------------------------------|------------|--|---|-------|---|----------|---------|---|------------------|
| \$0.01 par value | | | | | | | | | |
| Common Stock, \$0.01 par value | 08/13/2015 | | S | 8,775 | D | \$ 12.6 | 222,785 | D | |
| Common Stock, \$0.01 par value | 08/13/2015 | | S | 2,500 | D | \$ 12.63 | 220,285 | D | |
| Common Stock, \$0.01 par value | 08/13/2015 | | S | 880 | D | \$ 12.67 | 219,405 | D | |
| Common Stock, \$0.01 par value | 08/14/2015 | | S | 5,000 | D | \$ 12.75 | 214,405 | D | |
| Common Stock, \$0.01 par value | 08/14/2015 | | S | 2,500 | D | \$ 12.8 | 211,905 | D | |
| Common Stock, \$0.01 par value | 08/14/2015 | | S | 2,500 | D | \$ 12.85 | 209,405 | D | |
| Common Stock, \$0.01 par value | 08/14/2015 | | S | 2,500 | D | \$ 12.9 | 206,905 | D | |
| Common Stock, \$0.01 par value | | | | | | | 2,100 | I | See Footnote (1) |

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

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 control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- Own- Follo- Repo- Trans- (Instr. |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flanders Paul R C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES STREET SYRACUSE, NY 13203 | | | VP, CFO and Treasurer | |

Signatures

/s/ Paul Flanders 08/17/2015

__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).
- (1) These shares of Common Stock are held by the Reporting Person's children.

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.