

Zirkman Joseph A  
Form 4  
March 07, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zirkman Joseph A

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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Gen Counsel and Secretary

SYRACUSE, NY 13203

4. If Amendment, Date 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

(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 (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)
Common Stock, \$0.01 par value	03/05/2012		A <sup>(1)</sup>	15,191 A	\$ 0 (1)	110,869 D	
Common Stock, \$0.01 par value					500	I	See Footnote (2)

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

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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 (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 Underlying Securities (Instr. 3 and 4)		8. D S (1	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 13	03/05/2012		J <sup>(1)</sup>		9,600		<sup>(3)</sup>	12/14/2013	Common Stock, par value \$.01 per share	9,600
Options (Right to Buy)	\$ 15.6	03/05/2012		J <sup>(1)</sup>		9,600		<sup>(3)</sup>	12/14/2013	Common Stock, par value \$.01 per share	9,600
Options (Right to Buy)	\$ 8.08	03/05/2012		J <sup>(1)</sup>		7,700		<sup>(4)</sup>	01/15/2015	Common Stock, par value \$.01 per share	7,700
Options (Right to Buy)	\$ 2.6	03/05/2012		J <sup>(1)</sup>		3,825		<sup>(5)</sup>	01/15/2016	Common Stock, par value \$.01 per share	3,825
Options (Right to Buy)	\$ 6.48	03/05/2012		J <sup>(1)</sup>		10,000		<sup>(6)</sup>	01/15/2017	Common Stock, par value \$.01 per share	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: Zirkman Joseph A - Form 4

Director 10% Owner Officer

Other

Zirkman Joseph A  
C/O CARROLS RESTAURANT GROUP, INC.  
968 JAMES STREET  
SYRACUSE, NY 13203

VP, Gen Counsel and Secretary

## Signatures

/s/ Joseph A.  
Zirkman

03/07/2012

Signature of  
Reporting Person

Date

## 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).

In connection with the spin-off of Fiesta Restaurant Group, Inc. by Carrols Restaurant Group, Inc. (the "Issuer") and in accordance with the Issuer's 2006 Stock Incentive Plan, as amended (the "Plan"), on March 5, 2012, all (i) outstanding vested stock options held by the Reporting Person under the Plan were converted into unrestricted shares of the Issuer's common stock using a conversion formula to preserve the intrinsic value of each option to the holder and (ii) outstanding unvested stock options held by the Reporting Person under the Plan were converted into restricted shares of the Issuer's common stock using a conversion formula to preserve the intrinsic value of each option to the holder.

(2) These shares of Common Stock are held by the Reporting Person's spouse.

The Reporting Person's options were granted pursuant to the Plan and will vest and become exercisable over a period of five years, with one-fifth (1/5) of such options becoming exercisable on December 13, 2007, and an additional one-sixtieth (1/60) of such options vesting and becoming exercisable on the first day of each month after December 13, 2007.

The Options were granted to the Reporting Person pursuant to the Plan and will vest and become exercisable over a period of five years, with one-fifth (1/5) of such Options vesting on January 15, 2009 an additional one-sixtieth (1/60) of such options vesting and becoming exercisable on the first day of each month after January 15, 2009.

The Options were granted to the Reporting Person pursuant to the Plan and will vest and become exercisable over a period of five years, with one-fifth (1/5) of such Options vesting on January 15, 2010 an additional one-sixtieth (1/60) of such options vesting and becoming exercisable on the first day of each month after January 15, 2010.

The Options were granted to the Reporting Person pursuant to the Plan and will vest and become exercisable over a period of five years, with one fifth (1/5) of such Options vesting on January 15, 2011 an additional one-sixtieth (1/60) of such options vesting and becoming exercisable on the first day of each month after January 15, 2011.

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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