

SELATI ROBIN P
Form 4
July 02, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SELATI ROBIN P

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)
THREE FIRST NATIONAL PLAZA, SUITE 4600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks.

CHICAGO, IL 60602

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 07/02/2009 | | S | 2,829,869 D \$ 5.6148 | 0 | I | See Footnotes (1) (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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| SELATI ROBIN P THREE FIRST NATIONAL PLAZA SUITE 4600 CHICAGO, IL 60602 | X | | | See Remarks. |

Signatures

/s/ Mark B. Tresnowski, as attorney-in-fact 07/02/2009

**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).

Madison Dearborn Capital Partners, L.P. ("MDCP") was the record owner of 1,414,929 of the shares sold and the record owner of 0 shares after the sale as set forth herein and Madison Dearborn Capital Partners II, L.P. ("MDCPII") was the record owner of 1,414,940 of the shares sold and the record owner of 0 shares after the sale as set forth herein. The shares sold by MDCP could be deemed to be beneficially owned by Madison Dearborn Partners, L.P. ("MDP"), the sole general partner of MDCP. The shares sold by MDCPII could be deemed to be beneficially owned by Madison Dearborn Partners II, L.P. ("MDPII"), the sole general partner of MDCPII.

Mr. Selati is a managing director of the general partner of MDP and MDP II (and a limited partner of MDPII), and therefore may be deemed to share beneficial ownership of shares owned directly by MDCP and MDCPII. Mr. Selati expressly disclaims beneficial ownership of any shares owned by MDCP and MDCPII, except to the extent of his pecuniary interest therein.

Remarks:

The shares which were previously beneficially owned by Madison Dearborn Partners, LP, when combined with the shares which were sold to Madison Dearborn Capital Partners, L.P. and Madison Dearborn Capital Partners II, L.P. are now owned by Madison Dearborn Partners, L.P. and Madison Dearborn Capital Partners II, L.P.

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.