

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Vituli Alan</u> (Last) (First) (Middle) <u>968 JAMES STREET</u> (Street) <u>SYRACUSE NY 13203</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/14/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>CAROLS RESTAURANT GROUP, INC. [TAST]</u>	
		4. 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>CEO & Chairman of the Board</u>	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	1,373,772	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. 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.

Remarks:

The Reporting Person holds an option that will become reportable if and when (a) the Issuer's initial public offering price is established and (b) the offering contemplated by the Issuer's Registration Statement on Form S-1 (Registration No. 333-137524) (including the prospectus contained therein and any and all exhibits and other documents relating thereto) under the Securities Act of 1933, as amended, filed with the United States Securities and Exchange Commission on September 22, 2006, as amended, is consummated.

/s/ Alan Vituli

12/14/2006

** 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 5 (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.

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 Number.