

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>SELATI ROBIN P</u> (Last) (First) (Middle) <u>THREE FIRST NATIONAL PLAZA</u> <u>SUITE 4600</u> (Street) <u>CHICAGO</u> <u>IL</u> <u>60602</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARROLS RESTAURANT GROUP, INC.</u> [<u>TAST</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Remarks.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2009</u>	
	4. 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 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⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. 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.

2. 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 previously beneficially owned by Madison Dearborn Partners II, LP, were greater than 10% of the shares outstanding.

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

** 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 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).

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.