

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

<div>1. Name and Address of Reporting Person*</div> <div><u>MADISON DEARBORN PARTNERS LP</u></div> <div>(Last) (First) (Middle)</div> <div>THREE FIRST NATIONAL PLAZA SUITE 3800</div> <div>(Street)</div> <div>CHICAGO IL 60602</div> <div>(City) (State) (Zip)</div>	<div>2. Date of Event Requiring Statement (Month/Day/Year)</div> <div>12/14/2006</div>	<div>3. Issuer Name and Ticker or Trading Symbol</div> <div><u>CARROLS RESTAURANT GROUP, INC.</u> [TAST]</div>	<div>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div>	<div>5. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>
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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	3,198,262	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)		6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

<div>1. Name and Address of Reporting Person*</div> <div><u>MADISON DEARBORN PARTNERS LP</u></div> <div>(Last) (First) (Middle)</div> <div>THREE FIRST NATIONAL PLAZA SUITE 3800</div> <div>(Street)</div> <div>CHICAGO IL 60602</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><u>MADISON DEARBORN CAPITAL PARTNERS L P</u></div> <div>(Last) (First) (Middle)</div> <div>THREE FIRST NATIONAL PLAZA SUITE 3800</div> <div>(Street)</div> <div>CHICAGO IL 60602</div> <div>(City) (State) (Zip)</div>

Explanation of Responses:

1. The shares reported are held of record by Madison Dearborn Capital Partners, L.P. ("MDCP"). Madison Dearborn Partners, L.P. ("MDP"), the sole general partner of MDCP, may be deemed to beneficially own the reported shares. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP. Messrs. Canning, Finnegan and Menco and MDP each hereby disclaims any beneficial ownership of any shares directly held by MDCP, except to the extent of their pecuniary interest therein.

/s/ Madison Dearborn Partners, 12/14/2006
L.P., by Madison Dearborn,
Inc. its General Partner, by

Mark B. Tresnowski, its
Managing Director
/s/ Madison Dearborn Capital
Partners, L.P, by Madison
Dearborn Partners, L.P., its
General Partner, by Madison
Dearborn Partners, Inc., its
General Partner, by Mark B.
Tresnowski, its Managing
Director

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.