

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

| OMB APPROVAL                                 |           |
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|   |  |  |
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| 1. Name and Address of Reporting Person *<br><u>Accordino Daniel T</u><br><br>(Last) (First) (Middle)<br><u>C/O CARROLS RESTAURANT GROUP, INC.</u><br><u>968 JAMES STREET</u><br><br>(Street)<br><u>SYRACUSE NY 13203</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CARROLS RESTAURANT GROUP, INC.</u><br>[ TAST ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/15/2008</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>01/17/2008</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>X Director 10% Owner<br><br>X Officer (give title below) Other (specify below)<br><br><u>President and COO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X Form filed by One Reporting Person<br><br>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 |   |  |   |

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 | Title   | Amount or Number of Shares |  |  |   |  |
| Options (Right to Buy)                     | \$8.08   | 01/15/2008                           |  | A                              |   | 64,000   |     | (1)  | 01/15/2015      | Common Stock, par value \$.01 per share   | 64,000                     | \$0  | 64,000   | D   |  |

Explanation of Responses:

1. The Options were granted to the Reporting Person pursuant to the Issuer's 2006 Stock Incentive 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.

Remarks:

This amendment to the Form 4 filed by the Reporting Person on January 17, 2008 is being filed to revise footnote (1) only. All other information on the Form 4 filed on January 17, 2008 by the Reporting Person remains unchanged.

/s/ Daniel Accordino 01/16/2009  
\*\* 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.