

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>Flanders Paul R</u> (Last) (First) (Middle) <u>C/O CARROLS RESTAURANT GROUP, INC.</u> <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>CARROLS RESTAURANT GROUP, INC. [TAST]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, CFO & Treasurer</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	73,654	D	

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	

Explanation of Responses:

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/ Paul R. Flanders
** Signature of Reporting Person

12/14/2006
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.