Flanders Paul R Form 4 May 29, 2012

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Flanders Paul R			Symbol	Symbol Fiesta Restaurant Group, Inc. [FRGI]					(Check all applicable)			
			Fiesta F									
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						,			
			(Month/I	(Month/Day/Year)					Director 10% Owner			
C/O CARROLS RESTAURANT			05/24/2	05/24/2012					X Officer (give title Other (specify below)			
GROUP, INC., 968 JAMES									Interim CFO			
STREET												
	(Street)	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
			Filed(Mo	Filed(Month/Day/Year)					Applicable Line)			
									X Form filed by One Reporting Person Form filed by More than One Reporting			
SYRACUS	E, NY 13203								Person			
(City)	(State)	(Zip)	Tab	le I - No	n-D	erivative S	Secur	ities Acqı	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execu	eemed tion Date, if h/Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common												
Stock, par value \$0.01 per share	05/24/2012			S		10,030	D	\$ 12.3	86,714	D		
Common												
Stock, par value \$0.01 per share	05/24/2012			S		9,800	D	\$ 12.35	76,914	D		
Common Stock, par value \$0.01	05/24/2012			S		200	D	\$ 12.36	76,714	D		

per share								
Common Stock, par value \$0.01 per share	05/24/2012	S	5,000	D	\$ 12.4	71,714	D	
Common Stock, par value \$0.01 per share	05/24/2012	S	1,800	D	\$ 12.35	69,914	I	See Footnote (1)
Common Stock, par value \$0.01 per share	05/24/2012	S	300	D	\$ 12.36	69,614	I	See Footnote (1)
Common Stock, par value \$0.01 per share	05/29/2012	S	5,064	D	\$ 12.4	64,550	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration Date		or	
						Exercisable			Number	
				G 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Interim CFO

Reporting Owners 2

Flanders Paul R C/O CARROLS RESTAURANT GROUP, INC. 968 JAMES STREET SYRACUSE, NY 13203

Signatures

/s/ Paul R. 05/29/2012 Flanders

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) These shares of Common Stock were held by the Reporting Person's children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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