CARMAX INC Form SC 13G/A November 16, 2004

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

# CARMAX INC.

(Name of Issuer)

Common

(Title of Class of Securities)

(CUSIP Number)

#### 143130102

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

o Rule 13d-1(c)

o Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

OMB APPROVAL OMB Number: 3235-0145 Expires: December 31, 2005 Estimated average burden hours per response. 11

### Edgar Filing: CARMAX INC - Form SC 13G/A

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## Edgar Filing: CARMAX INC - Form SC 13G/A

### CUSIP No. 143130102

1.	Names of Reporting Persons. I.R.S. Identification Nos. of abovePRIMECAP Management Company95-386		ion Nos. of above persons (entities only) 95-3868081		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	0			
	(b)	0			
3.	SEC Use Only				
4.	Citizenship or Place of Organization				
	225 South Lake Aven	ue #400, Pasadena, CA 9	01101-3005		
	5.		Sole Voting Power 3,705,420		
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power -0-		
	7.		Sole Dispositive Power 8,405,320		
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 8,405,320				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9) 8.08%				
12.	Type of Reporting Per IA	rson (See Instructions)			

2

(a)       Name of Issuer         (b)       Address of Issuer's Principal Executive Offices         Item 2.       (a)       Name of Person Filing         (a)       Name of Person Filing         (b)       Address of Principal Business Office or, if none, Residence         (c)       Citizenship         (d)       Title of Class of Securities         (e)       CUSIP Number         Item 3.       If this statement is filed pursuant to \$\$240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:         (a)       0       Broker or dealer registered under section 15 of the Act (15 U.S.C. 786).         (b)       0       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (e)       0       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (c)       0       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (e)       0       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (f)       0       An investment adviser in accordance with \$240.13d-1(b)(1)(ii)(E);         (f)       0       An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(1)(ii)(F);         (g)       0       A parent hold(ng company or control person in accordance with \$240.13d-1(b)(1)(ii)(G);         (h) <th>Item 1.</th> <th></th> <th></th> <th></th>	Item 1.			
Item 2.       (a)       Name of Person Filing         (b)       Address of Principal Business Office or, if none, Residence         (c)       Citizenship         (d)       Title of Class of Securities         (e)       CUSIP Number         Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (b)       0         (c)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 780).         (b)       0         (c)       Bank as defined in section 3(a)(19) of the Act (15 U.S.C. 780).         (d)       0         (e)       0         (f)       0         (g)       0         (h)       0	Ium I.	(a)	Name of Issuer	
(a)       Name of Person Filing         (b)       Address of Principal Business Office or, if none, Residence         (c)       Citizenship         (d)       Title of Class of Securities         (e)       CUSIP Number         Item 3.         If this statement is file pursuant to \$\$240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:         (a)       0         Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).         (b)       0         (c)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (c)       0         (d)       0         (e)       0         (f)       0         (g)       0         (h)       0         (c)       0         (c)       0         (c)       0         (d)       0         (f)       0         (g)       0         (h)       0         (f)       0         (h)       0         (f)       0         (f)       0         (g)       0         (h)       0         (h)       0<		(b)	Address of Issuer's Principal l	Executive Offices
(a)       Name of Person Filing         (b)       Address of Principal Business Office or, if none, Residence         (c)       Citizenship         (d)       Title of Class of Securities         (e)       CUSIP Number         Item 3.         If this statement is file pursuant to \$\$240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:         (a)       0         Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).         (b)       0         (c)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (c)       0         (d)       0         (e)       0         (f)       0         (g)       0         (h)       0         (c)       0         (c)       0         (c)       0         (d)       0         (f)       0         (g)       0         (h)       0         (f)       0         (h)       0         (f)       0         (f)       0         (g)       0         (h)       0         (h)       0<				
(c)       Citizenship         (d)       Title of Class of Securities         (e)       CUSIP Number         Item 3.         If this statement is filed pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:         (a)       0         (b)       0         (c)       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (b)       0         (c)       0         Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (d)       0         Insurance company as defined in section 3(a)(19) of the Act (15         (c)       0         Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).         (e)       0         (f)       0         (g)       0         (g)       0         (h)       0         (f)       0         (g)       0         (h)       0         (h)       0         (i)       0         (i)       0         (j)       0         (j)       0         (j)       0         (j)       0	Item 2.	(a)	Name of Person Filing	
(d)       Title of Class of Securities         (e)       CUSIP Number         Item 3.       If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Broker or dealer registered under section 15 of the Act (15 U.S.C. (a)       o         (a)       o       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (b)       o       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (c)       o       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (d)       o       Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).         (e)       o       An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);         (f)       o       A nemployee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       o       A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);         (h)       o       A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (i)       o       A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(b)	Address of Principal Business	Office or, if none, Residence
(e)       CUSIP Number         Item 3.       If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Broker or dealer registered under section 15 of the Act (15 U.S.C. (a)       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (b)       0       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).         (c)       0       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (d)       0       Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).         (e)       0       An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f)       Q         (g)       0       A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(F);         (h)       0       A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (i)       0       A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(c)	Citizenship	
Item 3.       If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (a)       0       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).         (b)       0       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 780).         (c)       0       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).         (d)       0       Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).         (e)       0       An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);         (f)       0       An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       0       A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);         (h)       0       A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (i)       0       A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(d)	Title of Class of Securities	
(a)oBroker or dealer registered under section 15 of the Act (15 U.S.C. 780).(b)oBank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).(c)oInsurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).(d)oInvestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).(e)oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f)oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)oA parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(e)	CUSIP Number	
(a)0780).(b)0Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).(c)0Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).(d)0Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).(e)0An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f)0An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)0A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h)0A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)0A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);	Item 3.	If this statement is f	iled pursuant to §§240.13d-1(	
(b)oBank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).(d)oInvestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).(e)oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f)(f)oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)oA parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(a)	0	
(c)0U.S.C. 78c).(d)oInvestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).(e)oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f)oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)oA parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(b)	0	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(e)oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f)oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)oA parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(c)	0	U.S.C. 78c).
(e)oAn investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f)oAn employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g)oA parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(d)	0	
(g)o§240.13d-1(b)(1)(ii)(F); A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(e)	0	
(h)o240.13d-1(b)(1)(ii)(G);(i)oA savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i)oA church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(f)	0	
<ul> <li>(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> </ul>		(g)	0	
(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(h)	0	A savings associations as defined in Section 3(b) of the Federal
		(i)	0	A church plan that is excluded from the definition of an investment company under section $3(c)(14)$ of the Investment Company Act of
$(j)$ 0 Group, in accordance with $\frac{9240.130-1(0)(1)(1)}{(1)(J)}$ .			_	
		(1)		

### Edgar Filing: CARMAX INC - Form SC 13G/A

#### Item 4. Ownership

Provide the following information regarding	g the aggregate number and percen	tage of the class of securities of the issuer identified in Item 1.
(a)	Amount beneficially owned:	
(b)	Percent of class:	
(c)	Number of shares as to which the person has:	
	(i)	Sole power to vote or to direct the vote
	(ii)	Shared power to vote or to direct the vote
	(iii)	Sole power to dispose or to direct the disposition of
	4	
	(iv)	Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6.	Ownership of More than Five Percent on Behalf of Another Person
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Item 8.	Identification and Classification of Members of the Group
Item 9.	Notice of Dissolution of Group
Item 10.	Certification

### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 31, 2004 Date

/s/ THEO A. KOLOKOTRONES Signature

Theo A. Kolokotrones, President Name/Title