## Edgar Filing: CARMAX INC - Form 4

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Form 4								
May 03, 2017							PPROVAL	
	<b>INITED STAT</b>		RITIES AND EXC ashington, D.C. 205		COMMISSIO		3235-0287	
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hou	stimated average urden hours per	
Form 4 orresponse0.4Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.4obligationssection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.4See Instruction30(h) of the Investment Company Act of 19401040								
(Print or Type Responses	)							
1. Name and Address of Wood William C Jr		Symbol	er Name <b>and</b> Ticker or T IAX INC [KMX]	Frading	5. Relationship o Issuer	of Reporting Per		
(Last) (Firs	t) (Middle)		of Earliest Transaction		(Check an appreable)			
12800 TUCKAHOF PARKWAY	(Month/ 05/01/2	Day/Year) 2017	Director 10% Owner X Officer (give title Other (specify below) EVP & COO					
(Stre		nendment, Date Original onth/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
RICHMOND, VA 2	23238				Person	whole than one to	eporting	
(City) (Stat	e) (Zip)	Tal	ble I - Non-Derivative S	ecurities A	cquired, Disposed	of, or Beneficia	lly Owned	
	any	emed on Date, if /Day/Year)		A) or f (D) and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				or (D) Price	(Instr. 3 and 4)			
Reminder: Report on a s	eparate line for each	class of sec	-	-	-			
			informa require	ation cont d to respo s a currer	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f			
			Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy) (1)	\$ 58.38	05/01/2017	А	90,374	<u>(2)</u>	05/01/2024	Common Stock	90,374

## **Reporting Owners**

Reporting Owner Name / Address		Relat		
1	Director	10% Owner	Officer	Other
Wood William C Jr. 12800 TUCKAHOE CREEK PARKWA RICHMOND, VA 23238	ΔY		EVP & COO	
Signatures				
Christine Carter, 05 attorney-in-fact	5/01/2017			

\*\*Signature of Reporting Person Date

## **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).

The stock options were granted in tandem with stock appreciation rights (SARS). Accordingly, the exercise of one results in the surrender
 to the Company of the other. The SARS become exercisable only following a change in control of the Company as set forth in the Company's 2002 Stock Incentive Plan, as amended and restated. Once exercisable, the SARS would entitle the Reporting Person to

- receive the cash value of the options in lieu of exercising the options.
- (2) The stock options become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of May 1, 2018, May 1, 2019, May 1, 2020 and May 1, 2021.

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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