

JOHNSON WILLIS J
Form 5/A
January 03, 2007

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
JOHNSON WILLIS J

2. Issuer Name and Ticker or Trading Symbol
COPART INC [CPRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

4665 BUSINESS CENTER DR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/06/2006

6. Individual or Joint/Group Reporting (check applicable line)

FAIRFIELD, CA 94534

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/31/2006	Â	G ⁽¹⁾	5,500	D	\$ 0	7,095,232 (2) (3)	I	See footnote (4)
Common Stock	Â	Â	Â	Â	Â	Â	2,381,905 (3)	I	See footnote (5)
Common Stock	Â	Â	Â	Â	Â	Â	1,147,410 (3)	I	See footnote (6)
Common Stock	Â	Â	Â	Â	Â	Â	833,795 (3)	I	See footnote (7)
	Â	Â	Â	Â	Â	Â	147,502 (3)	I	

Common Stock									See footnote ⁽⁸⁾
Common Stock	Â	Â	Â	Â	Â	Â	4,632 ⁽²⁾	D	Â

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON WILLIS J 4665 BUSINESS CENTER DR FAIRFIELD, CA 94534	Â X	Â X	Â CEO	Â

Signatures

Willis J. Johnson 01/03/2007

 **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).
- (1) The transaction involved a voluntary gift transfer of securities to family members not living with the reporting person.
- (2) Amended to correct an error in the original report regarding the amount of securities beneficially owned.
- (3) Amended to include indirect holdings that were inadvertently omitted from the original report.
- (4) Reflects shares held by the Willis J. Johnson and Reba J. Johnson Revocable Trust DTD 1/16/1997, of which the reporting person and the reporting person's spouse are trustees.

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- (5) Reflects shares held by the Reba Family Limited Partnership II, of which the reporting person and the reporting person's spouse are the general partners.
- (6) Reflects shares held by the Willis Johnson and Joyce Johnson Family Limited Partnership, of which the reporting person and the reporting person's spouse are the general partners.
- (7) Reflects shares held by the Lequeita Family Limited Partnership II, of which the reporting person and the reporting person's spouse are the general partners.
- (8) Reflects shares held by the Reba Family Limited Partnership, of which the reporting person and the reporting person's spouse are the general partners.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.