

LOWY RUSSELL
Form 4
December 03, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWY RUSSELL

(Last) (First) (Middle)

C/O COPART, INC. 14185
DALLAS PARKWAY, SUITE 300

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/29/2012		M		14,618 (4)	A	\$ 9 14,618 D
Common Stock	11/29/2012		M		63,333 (6)	A	\$ 16.43 77,951 D
Common Stock	11/29/2012		M		16,666 (8)	A	\$ 16.38 94,617 D
Common Stock	11/29/2012		M		80,000 (2)	A	\$ 12.015 174,617 D
Common Stock	11/29/2012		M		8,808 (10)	A	\$ 17.195 183,425 D

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Common Stock	11/29/2012	S	183,425	D	\$ 30.2854	0	D
Common Stock	11/30/2012	M	<u>91,192</u> (10)	A	\$ 17.195	91,192	D
Common Stock	11/30/2012	M	<u>53,332</u> (12)	A	\$ 20.56	144,524	D
Common Stock	11/30/2012	S	144,524	D	\$ 30.0917	0	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.015	11/29/2012		M	80,000	<u>(1)</u>	10/04/2015	Common Stock	80,000 <u>(2)</u>
Employee Stock Option (right to buy)	\$ 9	11/29/2012		M	14,618	<u>(3)</u>	01/22/2014	Common Stock	14,618 <u>(4)</u>
Employee Stock Option (right to buy)	\$ 16.43	11/29/2012		M	63,333	<u>(5)</u>	09/25/2019	Common Stock	63,333 <u>(6)</u>
Employee Stock Option	\$ 16.38	11/29/2012		M	16,666	<u>(7)</u>	10/04/2020	Common Stock	16,666 <u>(8)</u>

(right to buy)

Employee Stock

Option	\$ 17.195	11/29/2012	M	8,808	<u>(9)</u>	09/28/2017	Common Stock	8,808
(right to buy)								<u>(10)</u>

Employee Stock

Option	\$ 17.195	11/30/2012	M	91,192	<u>(9)</u>	09/28/2017	Common Stock	91,192
(right to buy)								<u>(10)</u>

Employee Stock

Option	\$ 20.56	11/30/2012	M	53,332	<u>(11)</u>	03/04/2021	Common Stock	53,332
(right to buy)								<u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWY RUSSELL C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254			Chief Operating Officer	

Signatures

Russell Lowy 12/03/2012

**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 option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 4, 2005, and it became fully exercisable on October 4, 2010.
- (2) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$24.03 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.
- (3) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was January 22, 2004, and it became fully exercisable on January 22, 2009.
- (4) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$18.00 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.
- (5) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 25, 2009, and it becomes fully exercisable on September 25, 2014.
- (6)

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This option was previously reported as an option for 50,000 shares of common stock at an exercise price of \$32.86 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.

- (7) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 4, 2010, and it becomes fully exercisable on October 4, 2015.
- (8) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$32.76 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.
- (9) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2007, and it became fully exercisable on September 28, 2012.
- (10) This option was previously reported as an option for 50,000 shares of common stock at an exercise price of \$34.39 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.
- (11) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was March 4, 2011, and it becomes fully exercisable on March 4, 2016.
- (12) This option was previously reported as an option for 80,000 shares of common stock at an exercise price of \$41.12 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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