

EZCORP INC  
Form 4  
August 01, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**ROTUNDA JOSEPH L**

(Last) (First) (Middle)  
**1901 CAPITAL PKWY**  
  
(Street)

**AUSTIN, TX 78746**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EZCORP INC [EZPW]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/28/2006**

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 Executive 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  | (D)  | Price   |
| Class A Non-Voting Common Stock | 07/28/2006                           |  | M                              |   | 50,000  | A  | \$ 15   |
| Class A Non-Voting Common Stock | 07/28/2006                           |  | M                              |   | 90,000  | A  | \$ 2.57   |
| Class A Non-Voting Common Stock | 07/28/2006                           |  | S                              |   | 1,364   | D  | \$ 41.05  |

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|  |            |   |                     |   |             |         |   |
|--|------------|---|---------------------|---|-------------|---------|---|
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,023</u><br>(2) | D | \$<br>41.03 | 401,475 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,364</u><br>(2) | D | \$<br>41.02 | 400,111 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>4,092</u><br>(2) | D | \$ 41       | 396,019 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 702 <u>(2)</u>      | D | \$<br>40.98 | 395,317 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 273 <u>(2)</u>      | D | \$<br>40.97 | 395,044 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 68 <u>(2)</u>       | D | \$<br>40.96 | 394,976 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 205 <u>(2)</u>      | D | \$<br>40.95 | 394,771 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>2,046</u><br>(2) | D | \$<br>40.94 | 392,725 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>2,046</u><br>(2) | D | \$<br>40.88 | 390,679 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>3,410</u><br>(2) | D | \$<br>40.83 | 387,269 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 764 <u>(2)</u>      | D | \$<br>40.81 | 386,505 | D |
|  | 07/28/2006 | S | 682 <u>(2)</u>      | D |             | 385,823 | D |

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|  |            |   |                     |   |             |         |   |
|--|------------|---|---------------------|---|-------------|---------|---|
| Class A<br>Non-Voting<br>Common<br>Stock |            |   |                     |   | \$<br>40.78 |         |   |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>3,410</u><br>(2) | D | \$<br>40.75 | 382,413 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>7,843</u><br>(2) | D | \$<br>40.73 | 374,570 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>3,751</u><br>(2) | D | \$ 40.7     | 370,819 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>3,411</u><br>(2) | D | \$<br>40.62 | 367,408 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>6,138</u><br>(2) | D | \$<br>40.58 | 361,270 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,353</u><br>(2) | D | \$<br>40.57 | 359,917 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | 682 (2)             | D | \$<br>40.25 | 359,235 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,023</u><br>(2) | D | \$<br>40.21 | 358,212 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,023</u><br>(2) | D | \$ 40.2     | 357,189 | D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 | S | <u>1,364</u><br>(2) | D | \$<br>40.14 | 355,825 | D |
|  | 07/28/2006 | S |                     | D |             | 352,415 | D |

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|  |            |  |   |                     |    |    |         |         |
|--|------------|--|---|---------------------|----|----|---------|---------|
| Class A<br>Non-Voting<br>Common<br>Stock |            |  |   | 3,410<br><u>(2)</u> | \$ |    |         | 40.08   |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 |  | S | 5,047<br><u>(2)</u> | D  | \$ | 347,368 | 39.99 D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 |  | S | 2,046<br><u>(2)</u> | D  | \$ | 345,322 | 39.84 D |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 |  | S | 4,501<br><u>(2)</u> | D  | \$ | 340,821 | 39.8 D  |
| Class A<br>Non-Voting<br>Common<br>Stock | 07/28/2006 |  | S | 3,410<br><u>(2)</u> | D  | \$ | 337,411 | 39.79 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)

**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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option 1998 Plan (right to buy) | \$ 15  | 07/28/2006                           |  | M                              | 50,000  | 02/24/2001 <sup>(3)</sup> 02/24/2010                     | Class A Non-Voting Common Stock                               |
|   | \$ 2.57  | 07/28/2006                           |  | M                              | 90,000  | 10/30/2003 <sup>(4)</sup> 10/30/2008                     |   |

Incentive  
Stock  
Option  
1998 Plan  
(right to  
buy)

Class A  
Non-Voting  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| ROTUNDA JOSEPH L<br>1901 CAPITAL PKWY<br>AUSTIN, TX 78746 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Laura Jones  
Attorney-in-Fact

08/01/2006

\_\_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) Column 5 - Amount of Securities Beneficially owned includes Restricted Stock Awards in the amount of 60,000, previously reported and currently held by Reporting Person.
- (2) These shares were sold to fund the exercise of stock options and the payment of any related taxes.
- (3) Non-Qualified Stock Options of 50,000 dated 2/24/2000 - 40,000 shares vest after first year, 10,000 shares vest after second year.
- (4) Performance Based Options 15% vesting in FY04, 25% vesting in FY05, and 60% vesting in FY06 if Performance Targets met with final vesting on October 30, 2008.

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.