

COHAN STEVEN D
Form 4
March 25, 2010

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 *
COHAN STEVEN D

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)

C/O COPART, INC.4665
BUSINESS CENTER DR.

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2010

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

(Street)

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

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

FAIRFIELD, CA 94534

(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)	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	(A) or (D)	Price
Common Stock	03/23/2010		M ⁽¹⁾		10,000	A	\$ 19.12
Common Stock	03/23/2010		S ⁽¹⁾		1,500	D	\$ 36.15
Common Stock	03/23/2010		S ⁽¹⁾		200	D	\$ 36.155
Common Stock	03/23/2010		S ⁽¹⁾		300	D	\$ 35.1583
Common Stock	03/23/2010		S ⁽¹⁾		706	D	\$ 36.16
							8,306
							8,006
							7,300

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Common Stock	03/23/2010	<u>S(1)</u>	400	D	\$ 36.185	6,900	D
Common Stock	03/23/2010	<u>S(1)</u>	100	D	\$ 36.19	6,800	D
Common Stock	03/23/2010	<u>S(1)</u>	400	D	\$ 36.2	6,400	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.21	6,200	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.215	6,000	D
Common Stock	03/23/2010	<u>S(1)</u>	300	D	\$ 36.23	5,700	D
Common Stock	03/23/2010	<u>S(1)</u>	100	D	\$ 36.2382	5,600	D
Common Stock	03/23/2010	<u>S(1)</u>	400	D	\$ 36.24	5,200	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.2425	5,000	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.255	4,800	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.2575	4,600	D
Common Stock	03/23/2010	<u>S(1)</u>	600	D	\$ 36.26	4,000	D
Common Stock	03/23/2010	<u>S(1)</u>	400	D	\$ 36.265	3,600	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.27	3,400	D
Common Stock	03/23/2010	<u>S(1)</u>	153	D	\$ 36.2735	3,247	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.2775	3,047	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.28	2,847	D
Common Stock	03/23/2010	<u>S(1)</u>	140	D	\$ 36.2829	2,707	D
Common Stock	03/23/2010	<u>S(1)</u>	160	D	\$ 36.2869	2,547	D
Common Stock	03/23/2010	<u>S(1)</u>	200	D	\$ 36.2875	2,347	D

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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. Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 19.12	03/23/2010		M	10,000	⁽²⁾ 10/01/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHAN STEVEN D C/O COPART, INC.4665 BUSINESS CENTER DR. FAIRFIELD, CA 94534	X			

Signatures

Steven D.
Cohan

 **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 on this Form 4 consists of the exercise of a stock option to purchase 10,000 shares of Common Stock granted under the 2001 Stock Option Plan and the sale of 10,000 shares of Common Stock the reporting person purchased through the exercise of such stock option. The shares that were issued upon the exercise of an option (described in Table II) were immediately used to cover sales (described in Table I).
- (2) The option vested 50% after the first year, and thereafter monthly, over the remaining 12 months vesting term. The option grant date was 10/1/2004, and expiration date 10/1/2014.

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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