

LOWY RUSSELL
Form 4
October 09, 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)

10/05/2012

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	10/05/2012		M		18,959 (2)	A	\$ 5.495 18,959 D
Common Stock	10/05/2012		M		43,586 (6)	A	\$ 4.4 62,545 D
Common Stock	10/05/2012		M		65,182 (4)	A	\$ 9 127,727 D
Common Stock	10/05/2012		S		127,727	D	\$ 27.5323 0 D
Common Stock	10/08/2012		M		200 (4)	A	\$ 9 200 D

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Common Stock 10/08/2012 S 200 D \$ 27.5 0 D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 4.4	10/05/2012		M	43,586	<u>(5)</u> 08/19/2013	Common Stock	43,586 <u>(6)</u>
Employee Stock Option (right to buy)	\$ 5.495	10/05/2012		M	18,959	<u>(1)</u> 10/21/2012	Common Stock	18,959 <u>(2)</u>
Employee Stock Option (right to buy)	\$ 9	10/05/2012		M	65,182	<u>(3)</u> 01/22/2014	Common Stock	65,182 <u>(4)</u>
Employee Stock Option (right to buy)	\$ 9	10/08/2012		M	200	<u>(3)</u> 01/22/2014	Common Stock	200 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

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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 10/09/2012

__Signature of Date
Reporting Person

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 21, 2002, and it became fully exercisable on October 21, 2007.
- (2) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$10.99 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 August 19, 2003, and it became fully exercisable on August 19, 2008.
- (6) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$8.80 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. 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.