

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-28**  
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### REPORTING OWNER

#### ADAIR A JAYSON

CIK: **1239685**

Type: **4** | Act: **34** | File No.: **000-23255** | Film No.: **13524871**

### ISSUER

#### COPART INC

CIK: **900075** | IRS No.: **942867490** | State of Incorporation: **CA** | Fiscal Year End: **0731**  
SIC: **5500** Auto dealers & gasoline stations

Mailing Address  
*14185 DALLAS PARKWAY  
SUITE 300  
DALLAS TX 75254*

Business Address  
*14185 DALLAS PARKWAY  
SUITE 300  
DALLAS TX 75254  
7076395000*

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>ADAIR A JAYSON</b>			2. Issuer Name and Ticker or Trading Symbol <b>COPART INC [CPRT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/28/2012</b>					
C/O COPART, INC. 14185 DALLAS PARKWAY, SUITE 300			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>DALLAS, TX 75254</b>								
(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	12/28/2012		G	V	1,764	D	\$ 0	2,168,773	I	See footnote (1)
Common Stock	12/28/2012		G	V	50,760	D	\$ 0	2,118,013	I	See footnote (1)
Common Stock	12/28/2012		G (2)	V	550,000	D	\$ 0	1,568,013	I	See footnote (1)
Common Stock	12/28/2012		G (2)	V	550,000	A	\$ 0	550,000	I	By JTGJ Investment, LP
Common Stock	12/28/2012		G	V	544,500	D	\$ 0	550,000 (3)	I	By JTGJ Investment, LP
Common Stock								12,348	I	See footnote (4)
Common Stock								12,348	I	See footnote (4)

**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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
				Code	V						

**Explanation of Responses:**

1. Reflects shares held by A. Jayson Adair and Tammi L. Adair Revocable Trust, of which the reporting person and the reporting person's spouse are trustees.
2. Represents a contribution of shares by A. Jayson Adair and Tammi L. Adair Revocable Trust, of which the reporting person and the reporting person's spouse are trustees, to the JTGJ Investments, LP, a Texas limited partnership ("JTGJ"), of which (a) Adair Ventures, LLC is the general partner, of which the reporting person and the reporting person's wife are the members, and (b) the reporting person and the reporting person's wife were then the sole limited partners.
3. Represents two separate gifts of limited partnership interests in JTGJ to two irrevocable trusts for which the reporting person and the reporting person's wife serve as co-trustees. The reporting person disclaims beneficial ownership of the issuer's common stock held by JTGJ except to the extent of his pecuniary interest, if any, therein.
4. Reflects shares held by an irrevocable trust for the benefit of a member of the reporting person's immediate family.

**Signatures**

A. Jayson Adair

\*\* Signature of Reporting Person

01/10/2013

Date

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

\* 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).

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

**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 Number.**