

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
SEC Accession No. [0001179110-13-000814](#)

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REPORTING OWNER

Burgener Matthew M.

CIK: **1526691**

Type: **4** | Act: **34** | File No.: **000-23255** | Film No.: **13526877**

Mailing Address
4665 BUSINESS CENTER
DRIVE
FAIRFIELD CA 94534

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 <u>Burgener Matthew M.</u> (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 <u>COPART INC [CPRT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>SVP Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2013</u>	
	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

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$24.09	01/11/2013		A		100,000		(I)	01/12/2022	Common Stock (2)	100,000	\$ 0	100,000	D	

Explanation of Responses:

- On January 13, 2012, the reporting person was granted a performance-based option to purchase 100,000 shares of common stock. On January 11, 2013 the Compensation Committee of the issuer approved the following time-based vesting: Twenty percent (20%) of the shares subject to each option will vest on January 13, 2013 and 1/60th of the shares subject to each option will vest cumulatively each month thereafter, such that 100% of the shares subject to the option will be vested five (5) years from the vesting commencement date.
- Represents what was originally an option to purchase 50,000 shares of common stock at an exercise price of \$48.18 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.

Signatures

[Matthew M. Burgener](#)

** Signature of Reporting Person

[01/14/2013](#)

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.