

COPART INC

Form 4

October 02, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTE SIMON

(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)

09/28/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

V.P. of Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price			
Common Stock	09/28/2012		M		40,000 (4)	A	\$ 12.015	60,130	I	See footnote (1)
Common Stock	09/28/2012		M		23,634 (5)	A	\$ 4.4	83,764	I	See footnote (1)
Common Stock	09/28/2012		S		63,634	D	\$ 27.7225	20,130	I	See footnote (1)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.015	09/28/2012		M		40,000		<u>(2)</u>	10/04/2015	Common Stock	40,000 <u>(4)</u>
Employee Stock Option (right to buy)	\$ 4.4	09/28/2012		M		23,634		<u>(3)</u>	08/19/2013	Common Stock	23,634 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROTE SIMON C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	V.P. of Finance

Signatures

Simon Rote 10/02/2012
 **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)

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Reflects shares held by the Simon and Cynthia Rote 2007 Trust, of which the reporting person and the reporting persons spouse are trustees.

- (2) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was 10/04/2005, and expiration date is 10/10/2015.
- (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 8/19/2003, and expiration date is 8/19/2013.
- (4) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$24.03 per share but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.
- (5) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$8.80 per share, of which 11,817 remained unexercised, 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.

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