

CARDTRONICS INC
Form 4
April 08, 2010

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 *
CapStreet Group LLC

(Last) (First) (Middle)
600 TRAVIS, SUITE 6110
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARDTRONICS INC [CATM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/06/2010 | | S | (A) 3,602,135 (1) | \$ 11.37 4,489,087 | I | See Footnote 2 (2) |
| Common Stock | 04/06/2010 | | S | (A) 422,865 (3) | \$ 11.37 526,987 | I | See Footnote 4 (4) |

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CapStreet Group LLC 600 TRAVIS, SUITE 6110 HOUSTON, TX 77002 | X | X | | |
| CapStreet GP II LP 600 TRAVIS, SUITE 6110 HOUSTON, TX 77002 | X | X | | |
| CapStreet II LP 600 TRAVIS, SUITE 6110 HOUSTON, TX 77002 | X | X | | |
| CapStreet Parallel II, L.P. 600 TRAVIS, SUITE 6110 HOUSTON, TX 77002 | X | X | | |

Signatures

The CapStreet Group, LLC, By: /s/ Katherine L. Kohlmeyer, Name: Katherine L. Kohlmeyer, Title: Chief Financial Officer 04/08/2010
__Signature of Reporting Person Date

CapStreet GP II, L.P., By: The CapStreet Group, LLC, its general partner, By: /s/ Katherine L. Kohlmeyer, Name: Katherine L. Kohlmeyer, Title: Chief Financial Officer 04/08/2010
__Signature of Reporting Person Date

CapStreet II, L.P., By: CapStreet GP II, L.P., its general partner, By: The CapStreet Group, LLC, its general partner, By: /s/ Katherine L. Kohlmeyer, Name: Katherine L. Kohlmeyer, Title: Chief Financial Officer 04/08/2010
__Signature of Reporting Person Date

CapStreet Parallel II, L.P., By: The CapStreet Group, LLC, its general partner, By: /s/
Katherine L. Kohlmeier, Name: Katherine L. Kohlmeier, Title: Chief Financial Officer

04/08/2010

__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) These securities were sold solely by CapStreet II, L.P.
These securities were owned solely by CapStreet II, L.P. The CapStreet Group, LLC is the general partner of CapStreet GP II, L.P., which is the general partner of CapStreet II, L.P. Each of The CapStreet Group, LLC and CapStreet GP II, L.P. may be deemed to have a beneficial ownership interest in shares held by CapStreet II, L.P. and each disclaims beneficial ownership of such shares.
 - (2) These securities were sold solely by CapStreet Parallel II, L.P.
These securities were owned solely by CapStreet Parallel II, L.P. The CapStreet Group, LLC is the general partner of CapStreet Parallel II, L.P. The CapStreet Group, LLC may be deemed to have a beneficial ownership interest in shares held by CapStreet Parallel II, L.P. and disclaims beneficial ownership of such shares.

Remarks:

The Reporting Persons are members of a 13(d) group and have a representative on the Issuer's board of directors. Fred R. Lum serves as the Reporting Persons' representative on the board of directors and, as such, the Reporting Persons may be deemed to be directors of the Issuer.

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.