

Walters James D
 Form 4
 February 17, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Walters James D

2. Issuer Name and Ticker or Trading Symbol
 WORLD ACCEPTANCE CORP
 [WRLD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 PO BOX 6429
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, SOUTHERN DIVISION

GREENVILLE, SC 29606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK, NO PAR VALUE	02/16/2011		M		2,000 A \$ 28.29	4,000	D
COMMON STOCK, NO PAR VALUE	02/16/2011		M		2,000 A \$ 28.19	6,000	D
COMMON STOCK, NO PAR VALUE	02/16/2011		M		2,200 A \$ 26.73	8,200	D

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COMMON STOCK, NO PAR VALUE 02/16/2011 S 6,200 D \$ 62 2,000 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)
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 28.29	02/16/2011		M	2,000	11/09/2005 11/09/2015	COMMON 2,000
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 28.19	02/16/2011		M	2,000	11/12/2007 11/12/2017	COMMON 2,000
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 26.73	02/16/2011		M	2,200	11/09/2009 11/09/2019	COMMON 2,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	SVP, SOUTHERN DIVISION

Walters James D
PO BOX 6429
GREENVILLE, SC 29606

Signatures

/S/ JAMES D
WALTERS

02/17/2011

**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).

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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