

CARMAX INC
Form SC 13G
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

(Amendment No. __)*

CARMAX, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

143130102

(CUSIP Number)

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December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

1 NAME OF REPORTING PERSONS

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,000,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

Not Applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

IN, HC

1 NAME OF REPORTING PERSONS

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,000,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

HC, CO

1 NAME OF REPORTING PERSONS

OBH, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,000,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

HC, CO

1 NAME OF REPORTING PERSONS

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,000,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6

12 TYPE OF REPORTING PERSON (See instructions)

IC, CO

1 NAME OF REPORTING PERSONS

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) x

(b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 21,000,000
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

"

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

HC, CO

1 NAME OF REPORTING PERSONS

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

21,000,000

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

21,000,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)

..

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.6%

12 TYPE OF REPORTING PERSON (See instructions)

IC, CO

SCHEDULE 13G

Item 1. (a) Name of Issuer:

CarMax, Inc.

(b) Address of Issuer s Principal Executive Offices:

12800 Tuckahoe Creek Parkway

Richmond, Virginia 23238

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

Warren E. Buffett

1440 Kiewit Plaza

Omaha, Nebraska 68131

United States Citizen

Berkshire Hathaway Inc.

1440 Kiewit Plaza

Omaha, Nebraska 68131

Delaware corporation

OBH, Inc.

1440 Kiewit Plaza

Omaha, Nebraska 68131

Delaware corporation

National Indemnity Company

3024 Harney Street

Omaha, Nebraska 68131

Nebraska corporation

GEICO Corporation

1 Geico Plaza

Washington, D.C. 20076

Delaware corporation

Government Employees Insurance Company

1 Geico Plaza

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Washington, D.C. 20076

Maryland corporation

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

143130102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc., OBH, Inc., and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with §240.13d-1(b)(1)(ii)(G).

National Indemnity Company and Government Employees Insurance Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

The Reporting Persons together are a Group in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See the Cover Pages for each of the Reporting Persons.

(b) Percent of class:

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2008
Date

/s/ Warren E. Buffett
Signature
Warren E. Buffett
Name

February 14, 2008
Date

/s/ Warren E. Buffett
Signature
Warren E. Buffett, Chairman of the Board
Name/Title
OBH, INC.

February 14, 2008
Date

/s/ Warren E. Buffett
Signature
Warren E. Buffett, Chairman of the Board
Name/Title
GEICO Corporation

February 14, 2008
Date

/s/ Warren E. Buffett
Signature
Warren E. Buffett, Chairman of the Board
Name/Title
Berkshire Hathaway Inc.

February 14, 2008
Date

/s/ Marc D. Hamburg
Signature
Marc D. Hamburg, Chairman of the Board
Name/Title
National Indemnity Company

February 14, 2008
Date

/s/ Olza M. Nicely
Signature
Olza M. Nicely, Chairman of the Board
Name/Title
Government Employees Insurance Company

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

OBH, Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of CarMax, Inc.

Dated: February 14, 2008

/s/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 14, 2008

/s/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board

OBH, Inc.

Dated: February 14, 2008

/s/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board

National Indemnity Company

Dated: February 14, 2008

/s/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

GEICO Corporation

Dated: February 14, 2008

/s/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board

Government Employees Insurance Company

Dated: February 14, 2008

/s/ Olza M. Nicely
By: Olza M. Nicely
Title: Chairman of the Board