

COPART INC  
Form 4  
June 01, 2016

**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 \*  
COHAN STEVEN D

(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)  
05/27/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2016		M		40,000	A	\$ 20.22
Common Stock	05/27/2016		M		40,000	A	\$ 13.075
Common Stock	05/27/2016		M		40,000	A	\$ 17.62
Common Stock	05/27/2016		M		40,000	A	\$ 16.56
Common Stock	05/27/2016		S		160,000	D	\$ 48.8515

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.22 (3)	05/27/2016		M	40,000 (3)	(4) 12/06/2017		Common Stock	40,000 (3)
Stock Option (right to buy)	\$ 13.075 (5)	05/27/2016		M	40,000 (5)	(4) 12/11/2018(6)		Common Stock	40,000 (5)
Stock Option (right to buy)	\$ 17.62 (7)	05/27/2016		M	40,000 (7)	(4) 12/03/2019		Common Stock	40,000 (7)
Stock Option (right to buy)	\$ 16.56 (8)	05/27/2016		M	40,000 (8)	(4) 12/02/2020		Common Stock	40,000 (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHAN STEVEN D C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X			

## Signatures

/s/ Paul A. Styer, as  
attorney-in-fact

06/01/2016

\_\_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) On March 8, 2012, Copart implemented a two-for-one stock split in the form of a stock dividend, resulting in the reporting person's ownership of 6 additional shares of common stock, which were inadvertently omitted from the reporting person's Form 4 filed on March 7, 2013.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.789 to \$49.04, inclusive. The reporting person undertakes to provide to Copart, Inc., any security holder of Copart, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

(3) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$40.44 per share, but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.

(4) 2007 Equity Incentive Plan. One half of the options vested on the first anniversary of the date of grant and the balance vested on a monthly basis over the 12 months succeeding such first anniversary.

(5) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$26.15 per share, but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.

(6) This option expires on December 11, 2018. A previous Form 4 filed on December 15, 2008 contained a clerical error reporting the incorrect expiration date for this option.

(7) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$35.24 per share, but was adjusted to reflect the stock dividend declared by Copart on March 8, 2012.

(8) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$33.12 per share, 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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