

EZCORP INC
Form 4
August 01, 2006

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 *
ROTUNDA JOSEPH L

(Last) (First) (Middle)

1901 CAPITAL PKWY

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2006

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)

Chief Executive Officer

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)
			Code	V	Amount	(D)	Price
Class A Non-Voting Common Stock	07/28/2006		M		50,000	A	\$ 15
Class A Non-Voting Common Stock	07/28/2006		M		90,000	A	\$ 2.57
Class A Non-Voting Common Stock	07/28/2006		S		1,364	D	\$ 41.05

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Class A Non-Voting Common Stock	07/28/2006	S	<u>1,023</u> (2)	D	\$ 41.03	401,475	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>1,364</u> (2)	D	\$ 41.02	400,111	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>4,092</u> (2)	D	\$ 41	396,019	D
Class A Non-Voting Common Stock	07/28/2006	S	702 <u>(2)</u>	D	\$ 40.98	395,317	D
Class A Non-Voting Common Stock	07/28/2006	S	273 <u>(2)</u>	D	\$ 40.97	395,044	D
Class A Non-Voting Common Stock	07/28/2006	S	68 <u>(2)</u>	D	\$ 40.96	394,976	D
Class A Non-Voting Common Stock	07/28/2006	S	205 <u>(2)</u>	D	\$ 40.95	394,771	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>2,046</u> (2)	D	\$ 40.94	392,725	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>2,046</u> (2)	D	\$ 40.88	390,679	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>3,410</u> (2)	D	\$ 40.83	387,269	D
Class A Non-Voting Common Stock	07/28/2006	S	764 <u>(2)</u>	D	\$ 40.81	386,505	D
	07/28/2006	S	682 <u>(2)</u>	D		385,823	D

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Class A Non-Voting Common Stock					\$ 40.78		
Class A Non-Voting Common Stock	07/28/2006	S	<u>3,410</u> (2)	D	\$ 40.75	382,413	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>7,843</u> (2)	D	\$ 40.73	374,570	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>3,751</u> (2)	D	\$ 40.7	370,819	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>3,411</u> (2)	D	\$ 40.62	367,408	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>6,138</u> (2)	D	\$ 40.58	361,270	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>1,353</u> (2)	D	\$ 40.57	359,917	D
Class A Non-Voting Common Stock	07/28/2006	S	682 (2)	D	\$ 40.25	359,235	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>1,023</u> (2)	D	\$ 40.21	358,212	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>1,023</u> (2)	D	\$ 40.2	357,189	D
Class A Non-Voting Common Stock	07/28/2006	S	<u>1,364</u> (2)	D	\$ 40.14	355,825	D
	07/28/2006	S		D		352,415	D

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Class A Non-Voting Common Stock				3,410 (2)	\$			40.08
Class A Non-Voting Common Stock	07/28/2006		S	5,047 (2)	D	\$	347,368	39.99 D
Class A Non-Voting Common Stock	07/28/2006		S	2,046 (2)	D	\$	345,322	39.84 D
Class A Non-Voting Common Stock	07/28/2006		S	4,501 (2)	D	\$	340,821	39.8 D
Class A Non-Voting Common Stock	07/28/2006		S	3,410 (2)	D	\$	337,411	39.79 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)
Incentive Stock Option 1998 Plan (right to buy)	\$ 15	07/28/2006		M	50,000	02/24/2001 ⁽³⁾ 02/24/2010	Class A Non-Voting Common Stock
	\$ 2.57	07/28/2006		M	90,000	10/30/2003 ⁽⁴⁾ 10/30/2008	

Incentive
 Stock
 Option
 1998 Plan
 (right to
 buy)

Class A
 Non-Voting
 Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTUNDA JOSEPH L 1901 CAPITAL PKWY AUSTIN, TX 78746	X		Chief Executive Officer	

Signatures

/s/ Laura Jones
 Attorney-in-Fact

08/01/2006

**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) Column 5 - Amount of Securities Beneficially owned includes Restricted Stock Awards in the amount of 60,000, previously reported and currently held by Reporting Person.
- (2) These shares were sold to fund the exercise of stock options and the payment of any related taxes.
- (3) Non-Qualified Stock Options of 50,000 dated 2/24/2000 - 40,000 shares vest after first year, 10,000 shares vest after second year.
- (4) Performance Based Options 15% vesting in FY04, 25% vesting in FY05, and 60% vesting in FY06 if Performance Targets met with final vesting on October 30, 2008.

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.