

COHAN STEVEN D
Form 4
November 29, 2017

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 *
COHAN STEVEN D

2. Issuer Name and Ticker or Trading Symbol
COPART INC [CPRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O COPART, INC. 14185 DALLAS PARKWAY, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

DALLAS, TX 75254

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/27/2017		M		63,387	A	\$ 11.295 63,411 D
Common Stock	11/27/2017		S		63,387	D	\$ 41.8234 24 D
Common Stock	11/28/2017		M		16,613	A	\$ 11.295 16,637 D
Common Stock	11/28/2017		M		80,000	A	\$ 15.01 96,637 D
Common Stock	11/28/2017		S		96,613	D	\$ 41.6839 24 D

(2)

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)	8. Amount or Number of Shares
Stock Option	\$ 11.295 <u>(3)</u>	11/27/2017		M	63,387 <u>(3)</u>	<u>(4)</u> 12/14/2021	Common Stock	63,387
Stock Option	\$ 11.295 <u>(3)</u>	11/28/2017		M	16,613 <u>(3)</u>	<u>(4)</u> 12/14/2021	Common Stock	16,613
Stock Option	\$ 15.01 <u>(5)</u>	11/28/2017		M	80,000 <u>(5)</u>	<u>(4)</u> 12/05/2022	Common Stock	80,000

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/ Gregory R. DePasquale, as attorney-in-fact
11/29/2017
Date

**Signature of Reporting Person

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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.80 to \$41.89, 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.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.47 to \$41.88, 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 40,000 shares of common stock at an exercise price of \$22.59 per share, but was adjusted to reflect the stock dividend declared by Copart on April 3, 2017.
- (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 40,000 shares of common stock at an exercise price of \$30.02 per share, but was adjusted to reflect the stock dividend declared by Copart on April 3, 2017.

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.