BAUER DAVID L

Form 4 March 14, 2011

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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAUER DAVID L			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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
3210 QUANDT ROAD			03/10/2011	_X_ Officer (give title Other (specify below) Senior Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAFAYETTE,	CA 94549		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/10/2011		M	34,167	A	\$ 10.99	34,167	D	
Common Stock	03/10/2011		F <u>(1)</u>	20,859	D	\$ 40.78	13,308	D	
Common Stock	03/10/2011		M	50,000	A	\$ 8.8	63,308	D	
Common Stock	03/10/2011		F <u>(1)</u>	29,094	D	\$ 40.78	34,214	D	
Common Stock	03/10/2011		M	50,000	A	\$ 18	84,214	D	

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Common Stock	03/10/2011	F(1)	35,108	D	\$ 40.78	49,106	D
Common Stock	03/10/2011	M	40,000	A	\$ 24.03	89,106	D
Common Stock	03/10/2011	F(1)	31,240	D	\$ 40.78	57,866	D
Common Stock	03/10/2011	M	30,679	A	\$ 34.39	88,545	D
Common Stock	03/10/2011	F(1)	28,116	D	\$ 40.78	60,429	D
Common Stock	03/10/2011	M	13,533	A	\$ 32.86	73,962	D
Common Stock	03/10/2011	F(1)	12,132	D	\$ 40.78	61,830	D

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.99	03/10/2011		M	34,167	(2)	10/21/2012	Common Stock	34,167
Employee Stock Option (Right to Buy)	\$ 8.8	03/10/2011		M	50,000	(3)	08/19/2013	Common Stock	50,000
	\$ 18	03/10/2011		M	50,000	<u>(4)</u>	01/22/2014		50,000

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Employee Stock Option (Right to Buy)							Common Stock	
Employee Stock Option (Right to Buy)	\$ 24.03	03/10/2011	M	40,000	<u>(5)</u>	10/04/2015	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 34.39	03/10/2011	M	30,679	<u>(6)</u>	09/28/2017	Common Stock	30,679
Employee Stock Option (Right to Buy)	\$ 32.86	03/10/2011	M	13,533	<u>(7)</u>	09/28/2019	Common Stock	13,533

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		

BAUER DAVID L 3210 QUANDT ROAD LAFAYETTE, CA 94549

Senior Vice President

Signatures

David L. Bauer 03/14/2011

**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).
- (1) Shares withheld by the issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the reported option exercise.
- (2) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 21, 2002, and it became fully exercisable on October 21, 2007.
- (3) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was August 19, 2003, and it became fully exercisable on August 19, 2008.
- (4) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was January 22, 2004, and it became fully exercisable on January 22, 2009.

(5)

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The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 4, 2005, and it became fully exercisable on October 4, 2010.

- (6) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2007. 30,679 shares were vested on March 10, 2011.
- (7) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2009. 13,533 shares were vested on March 10, 2011.

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.