ADAIR A JAYSON

Form 4 June 06, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31, 2005

0.5

Estimated average

burden hours per

10% Owner

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

_X__ Director

Expires:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

COPART INC [CPRT]

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

(Middle)

1(b).

(Last)

(Print or Type Responses)

ADAIR A JAYSON

1. Name and Address of Reporting Person *

(First)

C/O COPART, INC. 4665 BUSINESS CENTER DR 06/03/2		:011			X Officer (give title Other (specify below) Chief Executive Officer				
			endment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FAIRFIELD, CA 94534							Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	06/03/2011		M	5,906	A	\$ 16.93	537,123	D	
Common Stock							186,819	I	See footnote (2)
Common Stock							6,174	I	See footnote (3)
Common Stock							6,174	Ι	See footnote (3)

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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.

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. Transacti Code (Instr. 8)	5. Number on 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)	\$ 16.93	06/03/2011		M	5,906	<u>(1)</u>	06/06/2011	Common Stock	5,906

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ADAIR A JAYSON			Chief		
C/O COPART, INC. 4665 BUSINESS CENTER DR	X		Executive		
FAIRFIELD, CA 94534			Officer		

Signatures

A. Jayson Adair	06/06/2011		
**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) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was June 6, 2001, and it became fully exercisable on June 6, 2006.
- (2) Reflects shares held by A. Jayson Adair and Tammi L. Adair Revocable Trust, of which the reporting person and the reporting person's spouse are trustees.

Reporting Owners 2

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(3) Reflects shares held by an irrevocable trust for the benefit of a member of the reporting person's immediate family.

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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