#### COHAN STEVEN D

Form 4

November 29, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Number:

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**OMB APPROVAL** 

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** COHAN STEVEN D			2. Issuer Name <b>and</b> Ticker or Trading Symbol COPART INC [CPRT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)			
C/O COPAR PARKWAY,		5 DALLAS	(Month/Day/Year) 11/27/2017	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLACT	V 75251		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DALLAS, TX 75254				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. Transactic Code (Instr. 8)	4. Securit DID Dispos (Instr. 3,	ed of (		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)	
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 (1)	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		

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(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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		rDerivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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						
Stock Option	\$ 11.295 (3)	11/27/2017		M		63,387 (3)	<u>(4)</u>	12/14/2021	Common Stock	63,387						
Stock Option	\$ 11.295 (3)	11/28/2017		M		16,613 (3)	<u>(4)</u>	12/14/2021	Common Stock	16,613						
Stock Option	\$ 15.01 (5)	11/28/2017		M		80,000	<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				
0!					

## **Signatures**

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

\*\*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)** 

Reporting Owners 2

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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.

- 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.