CARMAX INC Form 3 July 03, 2013

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CARMAX INC [KMX] Chattin Angela S (Month/Day/Year) 06/24/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 12800 TUCKAHOE CREEK (Check all applicable) **PKWY** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SVP CAF Person RICHMOND, VAÂ 23238 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 6,865 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable	Title	Derivative	Security:	
			Security	Direct (D)	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	04/07/2009(1)	04/07/2015	Common Stock	38,000	\$ 19.82	D	Â
Stock Options (Right to Buy)	04/07/2010(2)	04/07/2016	Common Stock	27,242	\$ 11.43	D	Â
Stock Options (Right to Buy)	04/06/2011(3)	04/06/2017	Common Stock	64,894	\$ 25.39	D	Â
Stock Options (Right to Buy)	04/05/2012(4)	04/05/2018	Common Stock	64,894	\$ 32.69	D	Â
Stock Options (Right to Buy)	04/10/2013(5)	04/10/2019	Common Stock	70,497	\$ 31.76	D	Â
Stock Options (Right to Buy)	04/15/2014(6)	04/15/2020	Common Stock	57,757	\$ 42.68	D	Â
Restricted Stock Units	(7)	(7)(8)	Common Stock	6,482	\$ 0	D	Â
Restricted Stock Units	(9)	(9)(10)	Common Stock	7,320	\$ 0	D	Â
Restricted Stock Units	(11)	(10)(11)	Common Stock	5,686	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Chattin Angela S 12800 TUCKAHOE CREEK PKWY	Â	Â	SVP CAF	Â	
RICHMOND, VA 23238					

Signatures

Catherine W
Castelow

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 stock options vested in four equal installments on each of April 7, 2009, April 7, 2010, April 7, 2011 and April 7, 2012 and are now fully exercisable.
- (2) The stock options vested in four equal installments on each of April 7, 2010, April 7, 2011, April 7, 2012 and April 7, 2013 and are now fully exercisable.
- (3) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 6, 2011, April 6, 2012, April 6, 2013 and April 6, 2014.

Reporting Owners 2

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- The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 5, 2012, April 5, 2013, April 5, 2014 and April 5, 2015.
- The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 10, 2013, April 10, 2014, April 10, 2015 and April 10, 2016.
- The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 15, 2014, April 15, 2015, April 15, 2016 and April 15, 2017.
- (7) The restricted stock units shall vest on April 5, 2014.
 - Shares of Company common stock will be issued to the Reporting Person following vesting of the restricted stock units, which are referred to by the Company as market stock units (the "MSUs"), in accordance with the terms of the Form of Notice of Market Stock
- (8) Unit Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 22, 2010. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (9) The restricted stock units shall vest on April 10, 2015.
 - Shares of Company common stock will be issued to the Reporting Person following vesting of the restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit
- (10) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (11) The restricted stock units shall vest on April 15, 2016.

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.