

COPART INC
Form 4
December 18, 2006

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 *
FRANKLIN WILLIAM E

(Last) (First) (Middle)

4665 BUSINESS CENTER DRIVE

(Street)

FAIRFIELD, CA 94534

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 12/14/2006 | | S | | 200 | D | D |
| | | | | | \$ 30.72 | 0 | |
| Common Stock | 12/14/2006 | | S | | 100 | D | D |
| | | | | | \$ 30.71 | 0 | |
| Common Stock | 12/14/2006 | | S | | 1,011 | D | D |
| | | | | | \$ 30.7 | 0 | |
| Common Stock | 12/14/2006 | | S | | 1,914 | D | D |
| | | | | | \$ 30.69 | 0 | |
| Common Stock | 12/14/2006 | | S | | 6,200 | D | D |
| | | | | | \$ 30.68 | 0 | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 12/14/2006 | S | 2,300 | D | \$ 30.67 | 0 | D |
| Common Stock | 12/14/2006 | S | 50 | D | \$ 30.64 | 0 | D |
| Common Stock | 12/14/2006 | S | 101 | D | \$ 30.62 | 0 | D |
| Common Stock | 12/14/2006 | S | 200 | D | \$ 30.61 | 0 | D |
| Common Stock | 12/14/2006 | S | 1,200 | D | \$ 30.6 | 0 | D |
| Common Stock | 12/14/2006 | S | 900 | D | \$ 30.59 | 0 | D |
| Common Stock | 12/14/2006 | S | 817 | D | \$ 30.58 | 0 | D |
| Common Stock | 12/14/2006 | S | 100 | D | \$ 30.55 | 0 | D |
| Common Stock | 12/14/2006 | S | 200 | D | \$ 30.54 | 0 | D |
| Common Stock | 12/14/2006 | S | 1,897 | D | \$ 30.53 | 0 | D |
| Common Stock | 12/14/2006 | S | 3,700 | D | \$ 30.52 | 0 | D |
| Common Stock | 12/14/2006 | S | 2,700 | D | \$ 30.51 | 0 | D |
| Common Stock | 12/14/2006 | S | 1,300 | D | \$ 30.5 | 2,021 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Title | |

| | | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|--|----------|------------|---|--------|--|---------------------|--------------------|-----------------|-------------------------------------|
| Employee Stock Option ⁽³⁾ | \$ 19.31 | 12/14/2006 | M | 16,001 | | <u>(1)</u> | 03/15/2014 | Common Stock | 16,001 |
| Employee Stock Option ⁽³⁾ | \$ 24.03 | 12/14/2006 | M | 8,889 | | <u>(2)</u> | 10/04/2015 | Common Stock | 8,889 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANKLIN WILLIAM E 4665 BUSINESS CENTER DRIVE FAIRFIELD, CA 94534 | | | Chief Financial Officer | |

Signatures

William E.
Franklin

12/18/2006

 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 at the monthly rate of 500 shares from the grant date.
- (2) The option vested at the monthly rate of 666 2/3 shares from the grant date.
- (3) 2001 Stock Option Plan

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