

Blunt Matt  
Form 4  
November 29, 2017

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
Blunt Matt

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)

C/O COPART, INC. 14185  
DALLAS PARKWAY, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2017

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

DALLAS, TX 75254

Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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 (D)
Common Stock	11/27/2017		M			40,000	\$ 18.225	40,000	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2017		M			48,462	\$ 19.625	88,462	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2017		S			37,820	\$ 41.9759	50,642	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2017		S			14,664	\$ 42.0099	35,978	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2017		S			35,978	\$ 42.0389	0	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	11/28/2017	M	28,205	A	\$ 19.625	28,205	D
Common Stock	11/28/2017	S	28,205	D	\$ 41.8135	0	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)	8. Amount or Number of Shares
Stock Option	\$ 18.225 (1)	11/27/2017		M	40,000 (1)	(2) 12/03/2024	Common Stock	40,000
Stock Option	\$ 19.625 (3)	11/27/2017		M	48,462 (3)	(2) 12/02/2025	Common Stock	48,462
Stock Option	\$ 19.625 (3)	11/28/2017		M	28,205 (3)	(2) 12/02/2025	Common Stock	28,205

## Reporting Owners

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

Blunt Matt  
C/O COPART, INC. 14185 DALLAS PARKWAY  
SUITE 300  
DALLAS, TX 75254

X

## 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) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$36.45 per share, but was adjusted to reflect the stock dividend declared by Copart on April 3, 2017.
- (2) 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.
- (3) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$39.25 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.