

BAUER DAVID L
Form 4
March 14, 2011

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 *
BAUER DAVID L

(Last) (First) (Middle)
3210 QUANDT ROAD
(Street)

LAFAYETTE, CA 94549

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2011

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)
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/10/2011 | | M | | 34,167 | A | \$ 10.99 |
| Common Stock | 03/10/2011 | | F(1) | | 20,859 | D | \$ 40.78 |
| Common Stock | 03/10/2011 | | M | | 50,000 | A | \$ 8.8 |
| Common Stock | 03/10/2011 | | F(1) | | 29,094 | D | \$ 40.78 |
| Common Stock | 03/10/2011 | | M | | 50,000 | A | \$ 18 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|--------|---|
| Common Stock | 03/10/2011 | F ⁽¹⁾ | 35,108 | D | \$ 40.78 | 49,106 | D |
| Common Stock | 03/10/2011 | M | 40,000 | A | \$ 24.03 | 89,106 | D |
| Common Stock | 03/10/2011 | F ⁽¹⁾ | 31,240 | D | \$ 40.78 | 57,866 | D |
| Common Stock | 03/10/2011 | M | 30,679 | A | \$ 34.39 | 88,545 | D |
| Common Stock | 03/10/2011 | F ⁽¹⁾ | 28,116 | D | \$ 40.78 | 60,429 | D |
| Common Stock | 03/10/2011 | M | 13,533 | A | \$ 32.86 | 73,962 | D |
| Common Stock | 03/10/2011 | F ⁽¹⁾ | 12,132 | D | \$ 40.78 | 61,830 | 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) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 10.99 | 03/10/2011 | | M | 34,167 | ⁽²⁾ 10/21/2012 | Common Stock 34,167 |
| Employee Stock Option (Right to Buy) | \$ 8.8 | 03/10/2011 | | M | 50,000 | ⁽³⁾ 08/19/2013 | Common Stock 50,000 |
| | \$ 18 | 03/10/2011 | | M | 50,000 | ⁽⁴⁾ 01/22/2014 | 50,000 |

| Employee Stock Option (Right to Buy) | | | | | | | | Common Stock | |
|--------------------------------------|----------|------------|---|--------|------------|------------|--------------|--------------|--|
| Employee Stock Option (Right to Buy) | \$ 24.03 | 03/10/2011 | M | 40,000 | <u>(5)</u> | 10/04/2015 | Common Stock | 40,000 | |
| Employee Stock Option (Right to Buy) | \$ 34.39 | 03/10/2011 | M | 30,679 | <u>(6)</u> | 09/28/2017 | Common Stock | 30,679 | |
| Employee Stock Option (Right to Buy) | \$ 32.86 | 03/10/2011 | M | 13,533 | <u>(7)</u> | 09/28/2019 | Common Stock | 13,533 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUER DAVID L 3210 QUANDT ROAD LAFAYETTE, CA 94549 | | | Senior Vice President | |

Signatures

David L. Bauer 03/14/2011

 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) Shares withheld by the issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the reported option exercise.
 - (2) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 21, 2002, and it became fully exercisable on October 21, 2007.
 - (3) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was August 19, 2003, and it became fully exercisable on August 19, 2008.
 - (4) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was January 22, 2004, and it became fully exercisable on January 22, 2009.
 - (5)

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The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 4, 2005, and it became fully exercisable on October 4, 2010.

- (6) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2007. 30,679 shares were vested on March 10, 2011.
- (7) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2009. 13,533 shares were vested on March 10, 2011.

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.