

MITZ VINCENT W  
Form 4  
January 03, 2013

**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 \*  
MITZ VINCENT W

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2012

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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially 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.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8)        |   | Disposed of (D)<br>(Instr. 3, 4, and 5) |         | Date Exercisable | Expiration Date | Title                   | An<br>Nu<br>Sh |
|-----------------------------|------------------------------|------------------|-------------------|---|---|---------|------------------|-----------------|-------------------------|----------------|
|                             |                              |                  | Code              | V | (A)                                     | (D)     |                  |                 |                         |                |
| Stock Option (right to buy) | \$ 16.43                     | 12/16/2012       | J <sup>(1)</sup>  | V |   | 40,000  | <u>(2)</u>       | 09/25/2019      | Common Stock <u>(3)</u> | 4              |
| Stock Option (right to buy) | \$ 17.32                     | 12/16/2012       | J <sup>(1)</sup>  | V |   | 110,000 | <u>(4)</u>       | 03/04/2020      | Common Stock <u>(5)</u> | 1              |
| Stock Option (right to buy) | \$ 16.38                     | 12/16/2012       | J <sup>(1)</sup>  | V |   | 86,667  | <u>(6)</u>       | 10/04/2020      | Common Stock <u>(7)</u> | 8              |
| Stock Option (right to buy) | \$ 20.56                     | 12/16/2012       | J <sup>(1)</sup>  | V |   | 60,000  | <u>(8)</u>       | 03/04/2021      | Common Stock <u>(9)</u> | 6              |
| Stock Option (right to buy) | \$ 16.43                     | 12/16/2012       | J <sup>(1)</sup>  | V | 40,000                                  |         | <u>(2)</u>       | 09/25/2019      | Common Stock <u>(3)</u> | 4              |
| Stock Option (right to buy) | \$ 17.32                     | 12/16/2012       | J <sup>(1)</sup>  | V | 110,000                                 |         | <u>(4)</u>       | 03/04/2020      | Common Stock <u>(5)</u> | 1              |
| Stock Option (right to buy) | \$ 16.38                     | 12/16/2012       | J <sup>(1)</sup>  | V | 86,667                                  |         | <u>(6)</u>       | 10/04/2020      | Common Stock <u>(7)</u> | 8              |
| Stock Option (right to buy) | \$ 20.56                     | 12/16/2012       | J <sup>(1)</sup>  | V | 60,000                                  |         | <u>(8)</u>       | 03/04/2021      | Common Stock <u>(9)</u> | 6              |
| Stock Option (right to buy) | \$ 16.43                     | 12/17/2012       | G <sup>(10)</sup> | V |   | 40,000  | <u>(2)</u>       | 09/25/2019      | Common Stock <u>(3)</u> | 4              |
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|                             |           |            |                   |   |         |             |            |                          |   |
|-----------------------------|-----------|------------|-------------------|---|---------|-------------|------------|--------------------------|---|
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| Stock Option (right to buy) | \$ 17.32  | 12/17/2012 | G <sup>(10)</sup> | V | 110,000 | <u>(4)</u>  | 03/04/2020 | Common Stock <u>(5)</u>  | 1 |
| Stock Option (right to buy) | \$ 16.38  | 12/17/2012 | G <sup>(10)</sup> | V | 86,667  | <u>(6)</u>  | 10/04/2020 | Common Stock <u>(7)</u>  | 8 |
| Stock Option (right to buy) | \$ 20.56  | 12/17/2012 | G <sup>(10)</sup> | V | 60,000  | <u>(8)</u>  | 03/04/2021 | Common Stock <u>(9)</u>  | 6 |
| Stock Option (right to buy) | \$ 16.43  | 12/17/2012 | G <sup>(12)</sup> | V | 55,000  | <u>(2)</u>  | 09/25/2019 | Common Stock <u>(3)</u>  | 5 |
| Stock Option (right to buy) | \$ 17.195 | 12/17/2012 | G <sup>(12)</sup> | V | 200,000 | <u>(13)</u> | 09/28/2017 | Common Stock <u>(14)</u> | 2 |
| Stock Option (right to buy) | \$ 19.775 | 12/17/2012 | G <sup>(12)</sup> | V | 66,667  | <u>(15)</u> | 09/26/2018 | Common Stock <u>(16)</u> | 6 |
| Stock Option (right to buy) | \$ 16.43  | 12/17/2012 | G <sup>(12)</sup> | V | 55,000  | <u>(2)</u>  | 09/25/2019 | Common Stock <u>(3)</u>  | 5 |
| Stock Option (right to buy) | \$ 17.195 | 12/17/2012 | G <sup>(12)</sup> | V | 200,000 | <u>(13)</u> | 09/28/2017 | Common Stock <u>(14)</u> | 2 |
|                             | \$ 19.775 | 12/17/2012 | G <sup>(12)</sup> | V | 66,667  | <u>(15)</u> | 09/26/2018 |                          | 6 |

Stock  
Option  
(right to  
buy)

Common  
Stock <sup>(16)</sup>

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| MITZ VINCENT W<br>C/O COPART, INC. 14185 DALLAS PARKWAY<br>SUITE 300<br>DALLAS, TX 75254 | X             |           | President |       |

## Signatures

/s/ Vincent W.  
Mitz

12/31/2012

\*\*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) Represents a transfer of vested options to purchase shares of common stock for no consideration from the reporting person to the reporting person's wife as her sole and separate property pursuant to a marital property partition agreement between the reporting person and his wife.
- (2) Subject to the reporting person's continuing service through each such date, twenty percent (20%) of the shares subject to the option vested and became exercisable on September 25, 2010, and, thereafter, one-sixtieth (1/60th) of the shares subject to the option shall vest and become exercisable each month on the same day of the month as the date of grant (September 25, 2009), such that one hundred percent (100%) of the shares subject to the option shall be vested and exercisable on the five (5) year anniversary of September 25, 2009.
- (3) This option was previously reported as an option to purchase 75,000 shares of common stock at an exercise price of \$32.86 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.
- (4) Subject to the reporting person's continuing service through each such date, twenty percent (20%) of the shares subject to the option vested and became exercisable on March 4, 2011, and, thereafter, one sixtieth (1/60th) of the shares subject to the option shall vest and become exercisable each month on the same day of the month as the date of grant (March 4, 2010), such that one hundred percent (100%) of the shares subject to the option shall be vested and exercisable on the five (5) year anniversary of March 4, 2010.
- (5) This option was previously reported as an option to purchase 100,000 shares of common stock at an exercise price of \$34.64 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.
- (6) Subject to the reporting person's continuing service through each such date, twenty percent (20%) of the shares subject to the option vested and became exercisable on October 4, 2011, and, thereafter, one sixtieth (1/60th) of the shares subject to the option shall vest and become exercisable each month on the same day of the month as the date of grant (October 4, 2010), such that one hundred percent (100%) of the shares subject to the option shall be vested and exercisable on the five (5) year anniversary of October 4, 2010.
- (7) This option was previously reported as an option to purchase 100,000 shares of common stock at an exercise price of \$32.76 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.
- (8) Subject to the reporting person's continuing service through each such date, twenty percent (20%) of the shares subject to the option vested and became exercisable on March 4, 2012, and, thereafter, one sixtieth (1/60th) of the shares subject to the option shall vest and become exercisable each month on the same day of the month as the date of grant (March 4, 2011), such that one hundred percent (100%) of the shares subject to the option shall be vested and exercisable on the five (5) year anniversary of March 4, 2011.

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- (9) This option was previously reported as an option to purchase 250,000 shares of common stock at an exercise price of s \$41.12 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.
- (10) Represents a transfer of an option to purchase shares of common stock for no consideration from the reporting person's wife to the VWM Investment Trust, for which the reporting person serves as trustee.
- (11) Option to purchase shares of common stock held by the VWM Investment Trust, for which the reporting person serves as trustee.  
Represents a transfer of an option to purchase shares of common stock for no consideration from the reporting person to the KMM Investment Trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- (12) Subject to the reporting person's continuing service through each such date, one fifth (1/5th) of the shares subject to the option vested and became exercisable on September 28, 2008, and, thereafter, one forty-eighth (1/48th) of the shares subject to the option vested and became exercisable each month on the same day of the month as the date of grant (September 28, 2007), such that one hundred percent (100%) of the shares subject to the option were vested and exercisable on September 28, 2012.
- (13) This option was previously reported as an option to purchase 100,000 shares of common stock at an exercise price of \$34.39 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.  
Subject to the reporting person's continuing service through each such date, twenty percent (20%) of the shares subject to the option vested and became exercisable on September 26, 2009, and, thereafter, one sixtieth (1/60th) of the shares subject to the option shall vest and become exercisable each month on the same day of the month as the date of grant (September 26, 2008), such that one hundred percent (100%) of the shares subject to the option shall be vested and exercisable on the five (5) year anniversary of September 26, 2008.
- (14) This option was previously reported as an option to purchase 40,000 shares of common stock at an exercise price of \$39.55 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.  
Option to purchase shares of common stock held by the KMM Investment Trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- (15) This option was previously reported as an option to purchase 40,000 shares of common stock at an exercise price of \$39.55 per share, but has been adjusted to reflect the stock dividend declared by the issuer on March 8, 2012.  
Option to purchase shares of common stock held by the KMM Investment Trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

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.