

CARDTRONICS INC  
Form 3/A  
February 12, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Upton Thomas E		(Month/Day/Year)	CARDTRONICS INC [CATM]	
(Last)	(First)	(Middle)	12/10/2007	
3110 HAYES ROAD, SUITE 300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	12/11/2007
HOUSTON, TX 77082			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Administrative Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	93,268 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

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

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Expiration Date	Title			

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	Date Exercisable		Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	Â (2) 06/03/2011(4)	Common Stock	157,809 (1) \$ 0.74 (1)	D	Â
Options to Purchase Common Stock	Â (2) 03/02/2012	Common Stock	29,807 (1) \$ 1.48 (1)	D	Â
Options to Purchase Common Stock	Â (3) 03/05/2016	Common Stock	79,485 (1) \$ 10.55 (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upton Thomas E 3110 HAYES ROAD SUITE 300 HOUSTON, TX 77082	Â	Â	Â Chief Administrative Officer	Â

## Signatures

/s/ Michael E. Keller, Attorney-In-Fact for Thomas E. Upton 02/12/2008

\_\_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).

The share and option exercise price information presented above gives effect to a 7.9485 to 1 stock split for all common shares, which was effected immediately prior to the closing of the Issuer's initial public offering. The final ratio for this stock split was adjusted from

(1) that reported on the reporting person's original Form 3. This Form 3/A is not being filed to report a new transaction, but rather is being filed solely to report an administrative error in the calculation of the stock split ratio and a resulting revision in the amount of securities beneficially owned by the reporting person.

(2) The options are fully vested and exercisable.

(3) The options vest in four equal, annual installments beginning on March 6, 2007

(4) Due to an administrative error, the expiration date for the options was incorrectly reported on the reporting person's original Form 3.

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.