

CARMAX INC
Form 4
April 09, 2015

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 *
GARTEN JEFFREY E

(Last) (First) (Middle)

12800 TUCKAHOE CREEK
PARKWAY

(Street)

RICHMOND, VA 23238

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARMAX INC [KMX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2015

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)

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 or Price | | |
| Common Stock | 04/07/2015 | | M | | 7,610 A \$ 14.49 | 30,745 | D |
| Common Stock | 04/07/2015 | | M | | 5,787 A \$ 19.98 | 36,532 | D |
| Common Stock | 04/07/2015 | | M | | 3,621 A \$ 33.11 | 40,153 | D |
| Common Stock | 04/07/2015 | | M | | 4,897 A \$ 25.12 | 45,050 | D |
| Common Stock | 04/07/2015 | | S | | 21,915 D \$ 73.5 (1) | 23,135 | D |

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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 Options (Right to Buy) | \$ 14.49 | 04/07/2015 | | M | 7,610 | ⁽²⁾ 06/26/2016 | Common Stock | 7,610 |
| Stock Options (Right to Buy) | \$ 19.98 | 04/07/2015 | | M | 5,787 | ⁽³⁾ 07/01/2017 | Common Stock | 5,787 |
| Stock Options (Right to Buy) | \$ 33.11 | 04/07/2015 | | M | 3,621 | ⁽⁴⁾ 06/30/2018 | Common Stock | 3,621 |
| Stock Options (Right to Buy) | \$ 25.12 | 04/07/2015 | | M | 4,897 | ⁽⁵⁾ 06/28/2019 | Common Stock | 4,897 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARTEN JEFFREY E 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238 | | X | | |

Signatures

Will Hulcher,
attorney-in-fact

04/09/2015

__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).
- The shares with respect to this transaction were sold at prices ranging from \$73.37 to \$73.60. Upon request, the Reporting Person will
- (1) provide the Securities and Exchange Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (2) The options, representing a right to purchase a total of 7,610 shares, became exercisable in three annual installments beginning on June 26, 2010, which was the first anniversary of the date on which the options were granted.
 - (3) The options, representing a right to purchase a total of 5,787 shares, became exercisable in three annual installments beginning on July 1, 2011, which was the first anniversary of the date on which the options were granted.
 - (4) The options, representing a right to purchase a total of 3,621 shares, became exercisable in three annual installments beginning on June 30, 2012, which was the first anniversary of the date on which the options were granted.
 - (5) The options, representing a right to purchase a total of 4,897 shares, became exercisable on June 28, 2013, which was the first anniversary of the date on which the options were granted.

Remarks:

Exhibit List:

Exhibit 24.1 - Power of Attorney

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.