

CARMAX INC
Form 3
April 07, 2017

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 *

Â Cafritz Diane L

(Last) (First) (Middle)

12800 TUCKAHOE CREEK
PARKWAY

(Street)

RICHMOND, VA 23238

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/01/2017

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
SVP & CHRO

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Stock Options (Right to Buy)	Â <u>(1)</u>	04/10/2019	Common Stock	5,671	\$ 31.76	D	Â
Stock Options (Right to Buy)	Â <u>(2)</u>	04/15/2020	Common Stock	4,616	\$ 42.68	D	Â
Stock Options (Right to Buy)	Â <u>(3)</u>	04/09/2021	Common Stock	24,527	\$ 44.96	D	Â
Stock Options (Right to Buy)	Â <u>(4)</u>	04/08/2022	Common Stock	16,678	\$ 73.76	D	Â
Stock Options (Right to Buy)	Â <u>(5)</u>	04/12/2023	Common Stock	24,967	\$ 51.63	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)(7)</u>	Common Stock	<u>(7)</u>	\$ 0	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)(9)</u>	Common Stock	<u>(9)</u>	\$ 0	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(10)(11)</u>	Common Stock	<u>(11)</u>	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cafritz Diane L 12800 TUCKAHOE CREEK PARKWAY RICHMOND,Â VAA 23238	Â	Â	Â SVP & CHRO	Â

Signatures

Christine Carter,
attorney-in-fact

04/07/2017

__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).
- (1) The stock options vested in four equal installments on each of April 10, 2013, April 10, 2014, April 10, 2015, and April 10, 2016 and are now fully exercisable.
- The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 15, 2014, April 15, 2015, and April 15, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on April 15, 2017.
- (2) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2015 and April 9, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2017 and April 9, 2018.
- (3) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on April 8, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 8, 2017, April 8, 2018 and April 8, 2019.
- (4)

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- (5) The stock options become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 12, 2017, April 12, 2018, April 12, 2019 and April 12, 2020.
- (6) The restricted stock units shall vest on April 9, 2017.
- Shares of Company common stock will be issued to the Reporting Person following vesting of 1,951 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit
- (7) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 31, 2014. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (8) The restricted stock units shall vest on April 8, 2018.
- Shares of Company common stock will be issued to the Reporting Person following vesting of 1,267 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit
- (9) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2015. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (10) The restricted stock units shall vest on April 12, 2019.
- Shares of Company common stock will be issued to the Reporting Person following vesting of 1,845 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit
- (11) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2015. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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