

KASENTER ROBERT A
 Form 4
 February 08, 2006

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 *
KASENTER ROBERT A

(Last) (First) (Middle)
 1901 CAPITAL PKWY
 (Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2006

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)
 Sr. 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Non-Voting Common Stock | 02/06/2006 | | M | | 2,293 | A | \$ 4.24 2,293 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | | M | | 7,707 | A | \$ 4.24 10,000 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | | M | | 19,000 | A | \$ 9.77 29,000 | D |

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| | | | | | | | |
|--|------------|---|-------|---|----------|--------|---|
| Class A Non-Voting Common Stock | 02/08/2006 | M | 1,000 | A | \$ 9.77 | 30,000 | D |
| Class A Non-Voting Common Stock | 02/06/2006 | S | 2,293 | D | \$ 21 | 27,707 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 7,561 | D | \$ 20.04 | 20,146 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 300 | D | \$ 20.07 | 19,846 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 200 | D | \$ 20.08 | 19,646 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 100 | D | \$ 20.1 | 19,546 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 900 | D | \$ 20.12 | 18,646 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 1,000 | D | \$ 20.13 | 17,646 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 700 | D | \$ 20.14 | 16,946 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 2,300 | D | \$ 20.15 | 14,646 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 200 | D | \$ 20.16 | 14,446 | D |
| | 02/07/2006 | S | 100 | D | | 14,346 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|----|-------|--------|---|
| Class A Non-Voting Common Stock | | | | | \$ | 20.17 | | |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 101 | D | \$ | 20.18 | 14,245 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 1,400 | D | \$ | 20.19 | 12,845 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 1,605 | D | \$ | 20.2 | 11,240 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 700 | D | \$ | 20.21 | 10,540 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 100 | D | \$ | 20.23 | 10,440 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 1,000 | D | \$ | 20.24 | 9,440 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 640 | D | \$ | 20.25 | 8,800 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 1,600 | D | \$ | 20.27 | 7,200 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 100 | D | \$ | 20.28 | 7,100 | D |
| Class A Non-Voting Common Stock | 02/07/2006 | S | 2,500 | D | \$ | 20.29 | 4,600 | D |
| | 02/07/2006 | S | 3,600 | D | \$ | 20.3 | 1,000 | D |

Class A
Non-Voting
Common
Stock

Class A
Non-Voting
Common
Stock

02/08/2006

S

1,000

D

\$ 20.27 0 ⁽¹⁾

D

Class A
Non-Voting
Common
Stock

32.033

I

EZCORP,
Inc.
401(K)

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 |
| Incentive Stock Option 1998 Plan (right to buy) | \$ 4.24 | 02/06/2006 | | M | 2,293 | 07/14/2004 07/14/2013 | Class A Non-Voting Common Stock | 2,293 ⁽²⁾ |
| Incentive Stock Option 1998 Plan (right to buy) | \$ 4.24 | 02/07/2006 | | M | 7,707 | 07/14/2004 07/14/2013 | Class A Non-Voting Common Stock | 7,707 ⁽²⁾ |
| Incentive Stock Option | \$ 9.77 | 02/07/2006 | | M | 19,000 | 01/01/2005 01/14/2014 | Class A Non-Voting Common | 19,000 ⁽³⁾ |

2003 Plan
(right to
buy)

Stock

Incentive
Stock

Option
2003 Plan
(right to
buy)

\$ 9.77

02/08/2006

M

1,000

01/01/2005

01/14/2014

Class A
Non-Voting
Common
Stock

1,000
(3)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KASENTER ROBERT A 1901 CAPITAL PKWY AUSTIN, TX 78746 | | | Sr. Vice-President | |

Signatures

/s/ Laura Jones
Attorney-in-Fact

02/08/2006

__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) The amount of Non Derivative Securities Beneficially owned and reported in this column does not include 55,000 Derivative shares currently held by Reporting Person and previously reported.
- (2) Incentive Stock Options of 25,000 granted 7/14/2003 - 5,000 shares vest after each year.
- (3) Incentive Stock Options of 60,000 granted 1/15/2004 - 20,000 shares vest over 3 years, if Company performance criteria is met. If performance criteria is not met, any remaining unvested shares vest on 1/1/2009.

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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