CARMAX INC Form 4 June 30, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * STEMBERG THOMAS

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CARMAX INC [KMX]

(Check all applicable)

12800 TUCKAHOE CREEK

(Middle)

(Zip)

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

06/26/2014

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(First)

PARKWAY

(City)

(Last)

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

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

(Street)

(State)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

I

RICHMOND, VA 23238

_	 	_	_	_	7	-	_	 	_

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(Reported		
				(A)	Transaction(s)		

(Instr. 3 and 4)

Common 06/26/2014

(D) Code Amount Price 2,540 A \$0

(1)

or

Common Stock

Stock

 $20,367 \stackrel{(2)}{=}$

9,576

By GRAT

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

STEMBERG THOMAS 12800 TUCKAHOE CREEK PARKWAY X RICHMOND, VA 23238

Signatures

Terence

06/30/2014 Rasmussen **Signature of 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).
- These are restricted shares of common stock that will vest upon the earlier of the one-year anniversary of the grant date or the next annual meeting of CarMax, Inc. shareholders.
- These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on April 17, **(2)**

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.

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