

SMITH THOMAS W
Form 4
July 02, 2009

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 *
SMITH THOMAS W

(Last) (First) (Middle)

323 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COPART INC [CPRT]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2009

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock | 06/30/2009 | | S | 57,588 D | \$ 34.79 413,347 | I ⁽¹⁾ | By Idoya Partners L.P. ⁽¹⁾ |
| Common Stock | 06/30/2009 | | S | 57,588 D | \$ 34.79 1,581,838 | I ⁽²⁾ | By Prescott Associates L.P. ⁽²⁾ |
| Common Stock | 06/30/2009 | | S | 2,350 D | \$ 34.79 85,985 | I ⁽³⁾ | By Prescott International Partners L.P. ⁽³⁾ |
| Common Stock | 07/01/2009 | | S | 67,418 D | \$ 34.92 345,929 | I ⁽¹⁾ | By Idoya Partners L.P. |

| | | | | | | | | | (1) |
|--------------|------------|--|---|--------|---|----------|-----------|-------|---|
| Common Stock | 07/01/2009 | | S | 67,418 | D | \$ 34.92 | 1,514,420 | I (2) | By Prescott Associates L.P. (2) |
| Common Stock | 07/01/2009 | | S | 2,753 | D | \$ 34.92 | 83,232 | I (3) | By Prescott International Partners L.P. (3) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Thomas W. Smith
07/02/2009

**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) These shares are owned directly by Idoya Partners L.P. ("Idoya"), a private investment limited partnership, and indirectly by Mr. Smith as a general partner of Idoya. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Idoya is 323 Railroad Avenue, Greenwich, CT 06830

(2) These shares are owned directly by Prescott Associates L.P. ("Prescott Associates"), a private investment limited partnership, and indirectly by Mr. Smith as a general partner of Prescott Associates. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830

(3) These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and indirectly by Mr. Smith as a general partner of PIP. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-1(a)(2)(ii)(B). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830

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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