

CARMAX INC
Form 4
September 27, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DOLAN MICHAEL K

(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)
09/24/2010

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)
CAO/Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/24/2010		M		50,000 A \$ 14.8	141,518	D
Common Stock	09/24/2010		M		100,000 A \$ 13.19	241,518	D
Common Stock	09/24/2010		M		50,000 A \$ 17.2	291,518	D
Common Stock	09/24/2010		M		40,509 A \$ 11.43	332,027	D
Common Stock	09/24/2010		S		240,509 D \$ 27.21	91,518	D

Edgar Filing: CARMAX INC - Form 4

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

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

SEC 1474
(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 Number of Shares
Stock Options (Right to Buy) ⁽²⁾	\$ 14.8025	09/24/2010		M	50,000	04/01/2005 04/01/2014	Common Stock	50,000	
Stock Options (Right to Buy) ⁽³⁾	\$ 13.19	09/24/2010		M	100,000	06/24/2006 06/24/2015	Common Stock	100,000	
Stock Options (Right to Buy) ⁽⁴⁾	\$ 17.2	09/24/2010		M	50,000	05/01/2007 05/01/2013	Common Stock	50,000	
Stock Options (Right to Buy)	\$ 11.43	09/24/2010		M	40,509	04/07/2010 04/07/2016	Common Stock	40,509	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN MICHAEL K 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238			CAO/Executive Vice President	

Signatures

Lisa Ferron Lee 09/27/2010

 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 shares with respect to this transaction were sold at prices ranging from \$27.13 to \$27.40. Upon request, the Reporting Person will 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) This option was previously reported as covering 50,000 shares at an exercise price of \$29.605 per share, but was adjusted to reflect the stock split on March 26, 2007.

(3) This option was previously reported as covering 50,000 shares at an exercise price of \$26.3774 per share, but was adjusted to reflect the stock split on March 26, 2007.

(4) This option was previously reported as covering 50,000 shares at an exercise price of \$34.39 per share, but was adjusted to reflect the stock split on March 26, 2007.

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.