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CARMAX INC Form 4											
April 14, 2016											
FORM 4				~					PPROVAL		
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-02	287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEN Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires: January Estimated average burden hours per response		
(Print or Type Respor	nses)										
1. Name and Address of Reporting Person <u>*</u> Shamim Mohammad			2. Issuer Name and Ticker or Trading Symbol CARMAX INC [KMX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (1) (Middle) 3. Date of Earliest Transaction					(encer an applicable)				
12800 TUCKAHOE CREEK PARKWAY			(Month/Day/Year) 04/12/2016			Director 10% Owner X Officer (give title Other (specify below) below) SVP and CIO					
()	4. 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 							
RICHMOND, V	A 23238						Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
	nsaction Date th/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a senarate line	for each ol	ass of sec	urities bene	ficially own	ned directly	or indirectly				
Kenninger. Report on	a separate fille			unites belle	Perso inforn requir	ns who res nation cont ed to resp lys a curre	spond to the collect tained in this form ond unless the for ntly valid OMB co	are not	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Ś

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ır) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy) (1)	\$ 51.63	04/12/2016	А	63,129	<u>(2)</u>	04/12/2023	Common Stock	63,129

Reporting Owners

Reporting Owner Name / Address		Relat		
FB	Director	10% Owner	Officer	Other
Shamim Mohammad 12800 TUCKAHOE CREEK PARKWA RICHMOND, VA 23238	AΥ		SVP and CIO	
Signatures				
Christine Carter, attorney-in-fact	4/14/2016			

**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).

The stock options were granted in tandem with stock appreciation rights (SARS). Accordingly, the exercise of one results in the surrender
 to the Company of the other. The SARS become exercisable only following a change in control of the Company as set forth in the Company's 2002 Stock Incentive Plan, as amended and restated. Once exercisable, the SARS would entitle the Reporting Person to

receive the cash value of the options in lieu of exercising the options. The stock options become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 12, 2017, (2) April 12, 2018, April 12, 2019, and April 12, 2020.

(2) April 12, 2018, April 12, 2019 and April 12, 2020.
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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