

Blunt Matt
Form 4
January 16, 2013

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 *
Blunt Matt

(Last) (First) (Middle)

C/O COPART, INC. 14185
DALLAS PARKWAY, SUITE 300

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

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

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

01/15/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/15/2013 | | M | | 20,000 | A | \$ 16.56 |
| Common Stock | 01/15/2013 | | M | | 20,000 | A | \$ 13.2 |
| Common Stock | 01/15/2013 | | M | | 20,000 | A | \$ 22.59 |
| Common Stock | 01/15/2013 | | S | | 60,000 | D | \$ 31.7282 |
| | | | | | | | (5) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽¹⁾ | \$ 16.56 | 01/15/2013 | | M | 20,000 ⁽²⁾ | ⁽¹⁾ 12/02/2020 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 13.2 | 01/15/2013 | | M | 20,000 ⁽²⁾ | ⁽³⁾ 01/13/2019 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 22.59 | 01/15/2013 | | M | 20,000 ⁽²⁾ | ⁽⁴⁾ 12/14/2021 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blunt Matt C/O COPART, INC. 14185 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254 | X | | | |

Signatures

Matt Blunt 01/16/2013
 **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 option vested 50% after the first year, and thereafter monthly, over the remaining 12 months vesting term. The option grant date was 12/02/2010, and expiration date 12/02/2020.

(2) On March 8, 2012, Copart declared a stock dividend, payable to all holders of record of common stock on March 23, 2012, of one share of common stock for each share of common stock outstanding. As a result pursuant to anti-dilution provisions of the Company's equity incentive plan, both options for 20,000 shares of common stock held by the reporting person on March 23, 2012 became exercisable for 40,000 shares of common stock.

(3) The option vested 50% after the first year, and thereafter monthly, over the remaining 12 months vesting term. The option grant date was 1/13/2009, and expiration date 1/13/2019.

(4) The option vested 50% after the first year, and thereafter monthly, over the remaining 12 months vesting term. The option grant date was 12/14/2011, and expiration date 12/14/2021.

(5) The price shown in Column 4 is a weighted average sale price. The price range for the sales is \$31.50 to \$31.95. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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