

GRAFTON W ROBERT

Form 4

May 13, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAFTON W ROBERT

(Last) (First) (Middle)

ATTN: STOCK OPTIONS, 4900
COX ROAD

(Street)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARMAX INC [KMX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2005

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

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(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)	\$ 21.49	05/11/2005	D ⁽¹⁾			1,300	06/29/2005 ⁽²⁾	06/30/2014	Common Stock	1,300		
Stock Options (Right to buy)	\$ 21.49	05/11/2005	A ⁽¹⁾		1,300		06/29/2005 ⁽²⁾	06/30/2014	Common Stock	1,300		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAFTON W ROBERT ATTN: STOCK OPTIONS 4900 COX ROAD GLEN ALLEN, VA 23060	X			

Signatures

Sherry Neufer 05/13/2005

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).

- On May 11, 2005, the Issuer and the Reporting Person agreed to amend the Incentive Award Agreement dated June 30, 2004 (the "Agreement") entered into by the parties pursuant to the Issuer's Amended and Restated 2002 Non-Employee Directors Stock Incentive Plan (the "Plan"). The Agreement provides for the grant of stock options with respect to 4,003 shares of Common Stock (as previously reported on Form 4, filed on July 1, 2004). The Agreement, as amended, provides that 1,300 of such shares are subject to shareholder approval of an amendment to the Plan at the Issuer's 2005 annual meeting of shareholders on June 21, 2005. The transactions reported in this Form 4 reflect solely this modification to the terms of the Agreement with respect to 1,300 shares. There were no changes to any other terms of the Agreement or the related grant of stock options.
- (1) The stock options are exercisable with respect to one-third of the underlying shares of Common Stock on the business day immediately preceding each of June 30, 2005, June 30, 2006 and June 30, 2007.

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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