CARMAX INC Form 4/A January 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Nash William D			Symbol CARMAX INC [KMX]					Issuer (Check all applicable)			
(Last) 12800 TUC PARKWAY	(First) KAHOE CREE	(Middle)	3. Date of (Month/E) 12/26/2	•	ansaction			DirectorX_ Officer (give below)	10%	Owner er (specify	
RICHMON	(Street) D, VA 23238			endment, Da nth/Day/Year 014		l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person		rson	
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative (Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	12/26/2014			M	30,000	A	\$ 25.39	52,374	D		
Common Stock	12/26/2014			S	30,000	D	\$ 67.41 (1)	22,374	D		

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

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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. Transactio Code (Instr. 8)	Securities		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 or Number of Shares	
Stock Options (Right to Buy)	\$ 25.39	12/26/2014		M		30,000	(2)	04/06/2017	Common Stock	30,000	

Daladianahina

Services

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Villiam D			EVP, HR &					
TUCKAHOE CREEK PARKWAY			Admin					

12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238

Signatures

Nash W

Terence Rasmussen, 12/29/2014 attorney-in-fact

**Signature of Reporting Person

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 shares with respect to this transaction were sold at prices ranging from \$67.25 to \$67.62. The reporting person's original Form 4 stated that the shares were sold at prices ranging from \$67.32 to \$67.56. Upon request, the Reporting Person will provide the Securities **(1)** 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.
- The options, representing a right to purchase a total of 64,894 shares, became exercisable in four annual installments beginning on April 6, 2011, which was the first anniversary of the date on which the options were granted.

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.

Reporting Owners 2