

CENTRAL PARKING CORP
 Form 4
 May 24, 2007

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 *
 Bodenhamer William H

(Last) (First) (Middle)
 2401 21ST AVENUE
 SOUTH, SUITE 200
 (Street)

NASHVILLE, TN 37212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CENTRAL PARKING CORP [CPC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/22/2007

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)
 President - USA Parking

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership 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 of Underlying Securities (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Deferred Stock Units	<u>(1)</u>	05/22/2007	D	76,655	<u>(1)</u>	<u>(1)</u>	Common Stock	76,65
Stock Options (right to buy)	\$ 13.99	05/22/2007	D	15,000	10/01/2002 ⁽³⁾	10/01/2011	Common Stock	15,00
Stock Options (right to buy)	\$ 18.8	05/22/2007	D	50,000	02/06/2011	02/06/2012	Common Stock	50,00
Stock Options (right to buy)	\$ 20.14	05/22/2007	D	15,000	10/01/2003 ⁽³⁾	10/01/2012	Common Stock	15,00
Stock Options (right to buy)	\$ 12.73	05/22/2007	D	25,000	09/30/2004 ⁽³⁾	09/30/2013	Common Stock	25,00
Stock Options (right to buy)	\$ 14.11	05/22/2007	D	23,000	09/30/2005	09/30/2014	Common Stock	23,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bodenhamer William H 2401 21ST AVENUE SOUTH SUITE 200 NASHVILLE, TN 37212			President - USA Parking	

Signatures

/s/ Benjamin F. Parrish, Attorney-In-Fact for William Bodenhamer

05/24/2007

__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) These deferred stock units convert to common stock on a 1-1 basis on the date elected by the reporting person.
- (2) These shares were cancelled and converted into \$22.53 in cash per share, without interest, pursuant to an Agreement and Plan of Merger, dated February 20, 2007, among KCPC Holdings, Inc., KCPC Acquisition, Inc. and Central Parking Corporation.
- (3) Vests in four equal annual installments beginning on this date.
- (4) Converted into the right to receive a cash payment of \$22.53 less the exercise price per share. If the exercise price of the option was equal to or in excess of \$22.53, the option was canceled without consideration.

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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