

Blunt Matt  
Form 4  
November 29, 2017

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

11/27/2017

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                    | 11/27/2017                           |  | M                              |   | 40,000 | A          | \$ 18.225   | 40,000   | D   |
| Common Stock                    | 11/27/2017                           |  | M                              |   | 48,462 | A          | \$ 19.625   | 88,462   | D   |
| Common Stock                    | 11/27/2017                           |  | S                              |   | 37,820 | D          | \$ 41.9759  | 50,642   | D   |
| Common Stock                    | 11/27/2017                           |  | S                              |   | 14,664 | D          | \$ 42.0099  | 35,978   | D   |
| Common Stock                    | 11/27/2017                           |  | S                              |   | 35,978 | D          | \$ 42.0389  | 0  | D   |

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|              |            |   |        |   |            |        |   |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | 11/28/2017 | M | 28,205 | A | \$ 19.625  | 28,205 | D |
| Common Stock | 11/28/2017 | S | 28,205 | D | \$ 41.8135 | 0      | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |  | Amount or Number of Shares    |
| Stock Option                               | \$ 18.225<br>(1)                                       | 11/27/2017                           |  | M                              | 40,000<br>(1)   | (2)  | 12/03/2024      | Common Stock  |  | 40,000                        |
| Stock Option                               | \$ 19.625<br>(3)                                       | 11/27/2017                           |  | M                              | 48,462<br>(3)   | (2)  | 12/02/2025      | Common Stock  |  | 48,462                        |
| Stock Option                               | \$ 19.625<br>(3)                                       | 11/28/2017                           |  | M                              | 28,205<br>(3)   | (2)  | 12/02/2025      | Common Stock  |  | 28,205                        |

## 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

/s/ Gregory R. DePasquale, as  
attorney-in-fact

11/29/2017

\*\*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) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$36.45 per share, but was adjusted to reflect the stock dividend declared by Copart on April 3, 2017.
- (2) 2007 Equity Incentive Plan. One half of the options vested on the first anniversary of the date of grant and the balance vested on a monthly basis over the 12 months succeeding such first anniversary.
- (3) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$39.25 per share, but was adjusted to reflect the stock dividend declared by Copart on April 3, 2017.

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.