

EZCORP INC
Form 4
September 13, 2005

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 *
ROTUNDA JOSEPH L

(Last) (First) (Middle)
1901 CAPITAL PKWY

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2005

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Non-Voting Common Stock	09/12/2005		M		150,000	A	\$ 2
					151,000 ⁽¹⁾	D	
Class A Non-Voting Common Stock	09/12/2005		M		2,862	A	\$ 2.57
Class A Non-Voting Common Stock	09/12/2005		M		50,000	A	\$ 4
					203,862	D	

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Class A Non-Voting Common Stock	09/12/2005	M	57,138	A	\$ 2.57	261,000	D
Class A Non-Voting Common Stock	09/12/2005	S	100	D	\$ 18.41	260,900 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	150	D	\$ 18.23	260,750 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	200	D	\$ 18.22	260,550 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	5,699	D	\$ 18.21	254,851 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	2,300	D	\$ 18.2	252,551 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	700	D	\$ 18.18	251,851 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	500	D	\$ 18.17	251,351 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	5,450	D	\$ 18.16	245,901 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	29,600	D	\$ 18.15	216,301 ⁽²⁾	D
Class A Non-Voting Common Stock	09/12/2005	S	700	D	\$ 18.14	215,601 ⁽²⁾	D
	09/12/2005	S	6,075	D		209,526 ⁽²⁾	D

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Class A Non-Voting Common Stock					\$ 18.13		
Class A Non-Voting Common Stock	09/12/2005	S	100	D	\$ 18.12	209,426 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	3,200	D	\$ 18.11	206,226 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	10,705	D	\$ 18.1	195,521 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	400	D	\$ 18.09	195,121 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	5,170	D	\$ 18.08	189,951 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	1,000	D	\$ 18.07	188,951 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	3,000	D	\$ 18.06	185,951 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	500	D	\$ 18.05	185,451 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	1,500	D	\$ 18.04	183,951 <u>(2)</u>	D
Class A Non-Voting Common Stock	09/12/2005	S	3,200	D	\$ 18.03	180,751 <u>(2)</u>	D
	09/12/2005	S	3,830	D		176,921 <u>(2)</u>	D

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Class A Non-Voting Common Stock					\$							
					18.02							
Class A Non-Voting Common Stock	09/12/2005		S	4,859	D	\$	172,062	<u>(2)</u>	D			
						18.01						
Class A Non-Voting Common Stock	09/12/2005		S	18,200	D	\$	153,862	<u>(2)</u> <u>(3)</u>	D			
						18						
Class A Non-Voting Common Stock							441.193		I			EZCORP, Inc. 401(K) Plan

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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option 1998 Plan (right to buy)	\$ 2	09/12/2005		M		150,000 <u>(4)</u>		10/02/2003 ⁽⁵⁾	10/02/2010	Class A Non-Votin Common Stock
Incentive Stock Option 1998 Plan (right to buy)	\$ 2.57	09/12/2005		M		2,862 <u>(4)</u>		10/30/2004 ⁽⁶⁾	10/30/2012	Class A Non-Votin Common Stock
Non-Qualified Stock Option 1998 Plan (right to buy)	\$ 4	09/12/2005		M		50,000 <u>(4)</u>		02/24/2002 ⁽⁷⁾	02/24/2010	Class A Non-Votin Common Stock

Non-Qualified Stock Option 1998 Plan (right to buy)	\$ 2.57	09/12/2005	M	57,138 (4)	10/30/2004 ⁽⁶⁾	10/30/2012	Class A Non-Voting Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTUNDA JOSEPH L 1901 CAPITAL PKWY AUSTIN, TX 78746	X		Chief Executive Officer	

Signatures

/s/ Connie Kondik
Attorney-in-fact

09/13/2005

__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).
- (1) The amount of Securities Beneficially owned includes 1,000 shares purchased on the open market by the Reporting Person and previously reported.
- (2) These shares were sold to fund the exercise of stock options and the payment of any related taxes, pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2005.
- (3) Column 5 - Amount of Securities Beneficially owned does not include previously reported Derivative Securities in the amount of 290,000 and Restricted Stock Awards in the amount of 60,000 still held by the Reporting Person.
- (4) These shares were exercised sold pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2005.
- (5) Incentive Stock Options vest over a 3 year period in increments of 33.334% the first year, 33.333% in the second year, and 33.333% in the third year.
- (6) Performance Based Options 15% vesting in FY04, 25% vesting in FY05, and 60% vesting in FY06 if Performance Targets met with final vesting on October 30, 2008.
- (7) Non-Qualified Stock Options - 40,000 shares vest after first year, 10,000 shares vest after second year.

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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