

CARMAX INC
Form 4
May 16, 2008

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 *
DOLAN MICHAEL K

(Last) (First) (Middle)
12800 TUCKAHOE CREEK
PARKWAY
(Street)

RICHMOND, VA 23238

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

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)
CIO

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 or Price | | |
| Common Stock | 05/15/2008 | | M | | 90,000 A \$ 13.415 | 272,252 ⁽¹⁾ | D |
| Common Stock | 05/15/2008 | | S | | 3,484 D \$ 21.34 | 268,768 | D |
| Common Stock | 05/15/2008 | | S | | 1,700 D \$ 21.3 | 267,068 | D |
| Common Stock | 05/15/2008 | | S | | 100 D \$ 21.25 | 266,968 | D |
| Common Stock | 05/15/2008 | | S | | 700 D \$ 21.24 | 266,268 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 05/15/2008 | S | 400 | D | \$ 21.21 | 265,868 | D |
| Common Stock | 05/15/2008 | S | 5,000 | D | \$ 21.2 | 260,868 | D |
| Common Stock | 05/15/2008 | S | 100 | D | \$ 21.13 | 260,768 | D |
| Common Stock | 05/15/2008 | S | 4,900 | D | \$ 21.1 | 255,868 | D |
| Common Stock | 05/15/2008 | S | 500 | D | \$ 21.16 | 255,368 | D |
| Common Stock | 05/15/2008 | S | 4,500 | D | \$ 21.15 | 250,868 | D |
| Common Stock | 05/15/2008 | S | 400 | D | \$ 21.18 | 250,468 | D |
| Common Stock | 05/15/2008 | S | 700 | D | \$ 21.15 | 249,768 | D |
| Common Stock | 05/15/2008 | S | 1,500 | D | \$ 21.14 | 248,268 | D |
| Common Stock | 05/15/2008 | S | 5,400 | D | \$ 21.1 | 242,868 | D |
| Common Stock | 05/15/2008 | S | 200 | D | \$ 21.07 | 242,668 | D |
| Common Stock | 05/15/2008 | S | 300 | D | \$ 21.06 | 242,368 | D |
| Common Stock | 05/15/2008 | S | 6,600 | D | \$ 21.05 | 235,768 | D |
| Common Stock | 05/15/2008 | S | 9,600 | D | \$ 21.05 | 226,168 | D |
| Common Stock | 05/15/2008 | S | 5,786 | D | \$ 21.05 | 220,382 | D |
| Common Stock | 05/15/2008 | S | 14,622 | D | \$ 21.04 | 205,760 | D |
| Common Stock | 05/15/2008 | S | 4,508 | D | \$ 21.02 | 201,252 | D |
| Common Stock | 05/15/2008 | S | 4,000 | D | \$ 21 | 197,252 | D |
| Common Stock | 05/15/2008 | S | 15,000 | D | \$ 20.98 | 182,252 | D |
| Common Stock | 05/15/2008 | S | 22,600 | D | \$ 21.01 | 159,652 | D |
| | 05/15/2008 | S | 802 | D | \$ 21.02 | 158,850 | D |

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/15/2008 | S | 2,700 | D | \$ 21.03 | 156,150 | D |
| Common Stock | 05/15/2008 | S | 1,400 | D | \$ 21.04 | 154,750 | D |
| Common Stock | 05/15/2008 | S | 1,400 | D | \$ 21.05 | 153,350 | D |
| Common Stock | 05/15/2008 | S | 200 | D | \$ 21.06 | 153,150 | 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.

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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. 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) ⁽²⁾ | \$ 13.415 | 05/15/2008 | | M | 90,000 | 03/01/2003 | 03/01/2009 | Common Stock | 90,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOLAN MICHAEL K 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238 | | | CIO | |

Signatures

Chitra Ravi

05/16/2008

**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) On March 26, 2007 CarMax, Inc. effected a 2-for-1 stock split in the form of a share dividend, which resulted in the Reporting Person's acquisition of 91,126 additional shares of Common Stock.
 - (2) This option was previously reported as covering 45,000 shares at an exercise price of \$26.83 per share, but was adjusted to reflect the stock split on March 26, 2007.

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.