

EZCORP INC  
Form 4  
October 17, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRINKLEY STERLING B**

(Last) (First) (Middle)  
  
108 FORREST AVE.  
  
(Street)

LOCUST VALLEY, NY 11560

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/16/2008**

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)  
Chairman of the Board

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	
Class A Non-Voting Common Stock	10/16/2008		M		452,122	A	\$ 3.3333 1,358,870	D
Class A Non-Voting Common Stock	10/16/2008		S		500	D	\$ 13.69 1,358,370	D
Class A Non-Voting Common Stock	10/16/2008		S		500	D	\$ 13.68 1,357,870	D

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Class A Non-Voting Common Stock	10/16/2008	S	1,100	D	\$ 13.67	1,356,770	D
Class A Non-Voting Common Stock	10/16/2008	S	800	D	\$ 13.6675	1,355,970	D
Class A Non-Voting Common Stock	10/16/2008	S	4,100 <sup>(1)</sup>	D	\$ 13.66	<u>1,351,870</u> <sub>(2)</sub>	D
Class A Non-Voting Common Stock	10/16/2008	S	3,000	D	\$ 13.65	1,348,870	D
Class A Non-Voting Common Stock	10/16/2008	S	300	D	\$ 13.64	1,348,570	D
Class A Non-Voting Common Stock	10/16/2008	S	100	D	\$ 13.62	1,348,470	D
Class A Non-Voting Common Stock	10/16/2008	S	700	D	\$ 13.61	1,347,770	D
Class A Non-Voting Common Stock	10/16/2008	S	19,400	D	\$ 13.6	1,328,370	D
Class A Non-Voting Common Stock	10/16/2008	S	1,600	D	\$ 13.575	1,326,770	D
Class A Non-Voting Common Stock	10/16/2008	S	1,900	D	\$ 13.5675	1,324,870	D
Class A Non-Voting Common Stock	10/16/2008	S	500	D	\$ 13.565	1,324,370	D
	10/16/2008	S	1,100	D	\$ 13.56	1,323,270	D

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Class A Non-Voting Common Stock							
Class A Non-Voting Common Stock	10/16/2008	S	1,000	D	\$ 13.555	1,322,270	D
Class A Non-Voting Common Stock	10/16/2008	S	5,905	D	\$ 13.55	1,316,365	D
Class A Non-Voting Common Stock	10/16/2008	S	600	D	\$ 13.52	1,315,765	D
Class A Non-Voting Common Stock	10/16/2008	S	200	D	\$ 13.515	1,315,565	D
Class A Non-Voting Common Stock	10/16/2008	S	1,072	D	\$ 13.51	1,314,493	D
Class A Non-Voting Common Stock	10/16/2008	S	400	D	\$ 13.5075	1,314,093	D
Class A Non-Voting Common Stock	10/16/2008	S	25,723	D	\$ 13.5	1,288,370	D
Class A Non-Voting Common Stock	10/16/2008	S	800	D	\$ 13.47	1,287,570	D
Class A Non-Voting Common Stock	10/16/2008	S	5,000	D	\$ 13.45	1,282,570	D
Class A Non-Voting Common Stock	10/16/2008	S	200	D	\$ 13.43	1,282,370	D
	10/16/2008	S	197	D	\$ 13.425	1,282,173	D

Class A Non-Voting Common Stock								
Class A Non-Voting Common Stock	10/16/2008		S	100	D	\$ 13.42	1,282,073	D
Class A Non-Voting Common Stock	10/16/2008		S	1,400	D	\$ 13.41	1,280,673	D
Class A Non-Voting Common Stock	10/16/2008		S	6,803	D	\$ 13.4	1,273,870	D
Class A Non-Voting Common Stock	10/16/2008		S	400	D	\$ 13.35	1,273,470	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. 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 Number of Shares
Incentive Stock Option 1998 plan (right to buy)	\$ 3.3333	10/16/2008		M	452,122	10/05/2008 11/05/2008	Class A Non-Voting Common Stock	452,122

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRINKLEY STERLING B 108 FORREST AVE. LOCUST VALLEY, NY 11560	X		Chairman of the Board	

## Signatures

/s/ Laura Jones Attorney-in-Fact	10/17/2008
<u>          </u> 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 shares were sold pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2008.
- (2) Report 2 of 2.

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