

CARMAX INC  
Form 3  
July 03, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Chattin Angela S		(Month/Day/Year)	CARMAX INC [KMX]	
(Last)	(First)	(Middle)	06/24/2013	
12800 TUCKAHOE CREEK		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
PKWY		(Check all applicable)		
(Street)		___ Director ___ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
RICHMOND,Â VAÂ 23238		_X_ Officer ___ Other		_X_ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			SVP CAF	
			___ Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,865	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Options (Right to Buy)	04/07/2009 <sup>(1)</sup> 04/07/2015	Common Stock 38,000 \$ 19.82	D Â
Stock Options (Right to Buy)	04/07/2010 <sup>(2)</sup> 04/07/2016	Common Stock 27,242 \$ 11.43	D Â
Stock Options (Right to Buy)	04/06/2011 <sup>(3)</sup> 04/06/2017	Common Stock 64,894 \$ 25.39	D Â
Stock Options (Right to Buy)	04/05/2012 <sup>(4)</sup> 04/05/2018	Common Stock 64,894 \$ 32.69	D Â
Stock Options (Right to Buy)	04/10/2013 <sup>(5)</sup> 04/10/2019	Common Stock 70,497 \$ 31.76	D Â
Stock Options (Right to Buy)	04/15/2014 <sup>(6)</sup> 04/15/2020	Common Stock 57,757 \$ 42.68	D Â
Restricted Stock Units	Â <sup>(7)</sup> Â <sup>(7)(8)</sup>	Common Stock 6,482 \$ 0	D Â
Restricted Stock Units	Â <sup>(9)</sup> Â <sup>(9)(10)</sup>	Common Stock 7,320 \$ 0	D Â
Restricted Stock Units	Â <sup>(11)</sup> Â <sup>(10)(11)</sup>	Common Stock 5,686 \$ 0	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chattin Angela S 12800 TUCKAHOE CREEK PKWY RICHMOND, VA 23238	Â	Â	Â SVP CAF	Â

## Signatures

Catherine W  
Castelow 07/03/2013

     \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 stock options vested in four equal installments on each of April 7, 2009, April 7, 2010, April 7, 2011 and April 7, 2012 and are now fully exercisable.
- (2) The stock options vested in four equal installments on each of April 7, 2010, April 7, 2011, April 7, 2012 and April 7, 2013 and are now fully exercisable.
- (3) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 6, 2011, April 6, 2012, April 6, 2013 and April 6, 2014.

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- (4) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 5, 2012, April 5, 2013, April 5, 2014 and April 5, 2015.
- (5) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 10, 2013, April 10, 2014, April 10, 2015 and April 10, 2016.
- (6) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 15, 2014, April 15, 2015, April 15, 2016 and April 15, 2017.
- (7) The restricted stock units shall vest on April 5, 2014.
- Shares of Company common stock will be issued to the Reporting Person following vesting of the restricted stock units, which are referred to by the Company as market stock units (the "MSUs"), in accordance with the terms of the Form of Notice of Market Stock Unit Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 22, 2010. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (8) The restricted stock units shall vest on April 10, 2015.
- Shares of Company common stock will be issued to the Reporting Person following vesting of the restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.
- (9) The restricted stock units shall vest on April 15, 2016.

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.