

CARMAX INC  
Form 4  
January 06, 2017

**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 \*  
Shamim Mohammad

(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)  
01/04/2017

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)  
SVP and 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/04/2017		M	A	\$ 42.68	7,216	D
Common Stock	01/04/2017		M	A	\$ 44.96	13,939	D
Common Stock	01/04/2017		M	A	\$ 47.47	22,879	D
Common Stock	01/04/2017		M	A	\$ 28.81	32,129	D
Common Stock	01/04/2017		S	D	\$ 67.02	1,725	D
				(1)			

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 42.68	01/04/2017		M	5,491	<sup>(2)</sup> 04/15/2020	Common Stock	5,491
Stock Options (Right to Buy)	\$ 44.96	01/04/2017		M	6,723	<sup>(3)</sup> 04/09/2021	Common Stock	6,723
Stock Options (Right to Buy)	\$ 47.47	01/04/2017		M	8,940	<sup>(4)</sup> 09/26/2021	Common Stock	8,940
Stock Options (Right to Buy)	\$ 28.81	01/04/2017		M	9,250	<sup>(5)</sup> 09/25/2019	Common Stock	9,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shamim Mohammad 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238			SVP and CIO	

## Signatures

Christine Carter,  
attorney-in-fact

01/06/2017

\_\_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) The shares with respect to this transaction were sold at prices ranging from \$67.00 to \$67.13. Upon request, the Reporting Person will provide the Securities and Exchange Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 15, 2014, April 15, 2015 and April 15, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on April 15, 2017.

(3) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2015 and April 9, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2017 and April 9, 2018.

(4) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of September 26, 2015 and September 26, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of September 26, 2017 and September 26, 2018.

(5) The stock options vested in four equal installments on each of on September 25, 2013, September 25, 2014, September 25, 2015 and September 25, 2016 and are now fully exercisable.

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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