COHAN STEVEN D

Form 4 June 09, 2009

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COHAN STEVEN D			2. Issuer Name and Ticker or Trading Symbol COPART INC [CPRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O COPART BUSINESS C		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
FAIRFIELD,	CA 94534		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

FAIRFIELD,	CA 94534
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(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) on Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock	06/05/2009		Code V M	Amount 15,000	(D)	Price \$ 16.7	6 <u>(1)</u>	D	
Common Stock	06/05/2009		S	6,100	D	\$ 34.02	6 (1)	D	
Common Stock	06/05/2009		S	1,382	D	\$ 34.03	6 (1)	D	
Common Stock	06/05/2009		S	100	D	\$ 34.0301	6 (1)	D	
Common Stock	06/05/2009		S	500	D	\$ 34.04	6 (1)	D	

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Common Stock	06/05/2009	S	200	D	\$ 34.05	6 (1)	D
Common Stock	06/05/2009	S	108	D	\$ 34.06	6 (1)	D
Common Stock	06/05/2009	S	206	D	\$ 34.07	6 (1)	D
Common Stock	06/05/2009	S	404	D	\$ 34.08	6 (1)	D
Common Stock	06/05/2009	S	200	D	\$ 34.09	6 (1)	D
Common Stock	06/05/2009	S	500	A	\$ 34.1	6 (1)	D
Common Stock	06/05/2009	S	800	A	\$ 34.11	6 <u>(1)</u>	D
Common Stock	06/05/2009	S	1,700	A	\$ 34.12	6 (1)	D
Common Stock	06/05/2009	S	100	A	\$ 34.13	6 (1)	D
Common Stock	06/05/2009	S	900	A	\$ 34.14	6 (1)	D
Common Stock	06/05/2009	S	100	A	\$ 34.1401	6 (1)	D
Common Stock	06/05/2009	S	400	A	\$ 34.18	6 (1)	D
Common Stock	06/05/2009	S	700	A	\$ 34.19	6 (1)	D
Common Stock	06/05/2009	S	600	A	\$ 34.21	6 (1)	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			

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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 16.7	06/05/2009	M			15,000	(2)	02/01/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COHAN STEVEN D C/O COPART, INC.4665 BUSINESS CENTER DR. X FAIRFIELD, CA 94534

Signatures

Steven D. 06/09/2009 Cohan

**Signature of Date
Reporting Person

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).
- The transaction on this Form 4 consists of the exercise of a stock option to purchase 15,000 shares of Common Stock granted under the 2001 Stock Option Plan and the sale of all of the shares of Common Stock the reporting person purchased through the exercise of such stock option. These shares that were issued upon the exercise of an option (described in Table II) were immediately used to cover sales (described in Table I).
- (2) The option vested 50% after the first year, and thereafter monthly, over the remaining 12 months vesting term. The option grant date was 2/1/2004, and expiration date 2/1/2014.

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.

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