

Downs Timothy
Form 4
December 21, 2012

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 *
Downs Timothy
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

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)
Pres, Corp Lodging Consultants

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

5445 TRIANGLE PARKWAY, SUITE 400
(Street)

NORCROSS, GA 30092
(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	12/18/2012		M	7,500	A \$ 23	11,186	D
Common Stock ⁽¹⁾	12/18/2012		S	8,000	D \$ 50.68	3,186	D

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

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