

WORLD ACCEPTANCE CORP
Form 4
May 08, 2006

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 *
MCLEAN A A III

2. Issuer Name and Ticker or Trading Symbol
WORLD ACCEPTANCE CORP
[WRLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 6429
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

GREENVILLE, SC 29606

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 |
| Common Stock, no par value | 05/05/2006 | | M | | 6,800 | A | \$ 6.75 113,680 |
| Common Stock, no par value | 05/05/2006 | | M | | 21,304 | A | \$ 5.41 134,984 |
| Common stock, no par value | 05/05/2006 | | M | | 6,000 | A | \$ 5.18 140,984 |
| Common stock, no | 05/05/2006 | | S | | 34,104 | D | \$ 106,880 31.97 |

par value

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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|----------------------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | | |
| Employee stock option, right to buy | \$ 6.75 | 05/05/2006 | | M | | 6,800 | | 07/18/1997 | 07/18/2006 | common | 6,800 |
| employee stock option, right to buy | \$ 5.41 | 05/05/2006 | | M | | 21,304 | | 04/01/1998 | 04/01/2007 | common | 21,304 |
| Employee stock option, right to buy | \$ 5.18 | 05/05/2006 | | M | | 6,000 | | 04/29/1998 | 04/29/2007 | common | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLEAN A A III PO BOX 6429 GREENVILLE, SC 29606 | | | Chief Executive Officer | |

Signatures

A. A. McLean
III

05/08/2006

__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).

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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