

Walters James D
Form 4
February 17, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walters James D

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

PO BOX 6429

SVP, SOUTHERN DIVISION

(Street)

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

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

GREENVILLE, SC 29606

(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 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	02/16/2011		M		2,000	A	\$ 28.29
							4,000
							D
COMMON STOCK, NO PAR VALUE	02/16/2011		M		2,000	A	\$ 28.19
							6,000
							D
COMMON STOCK, NO PAR VALUE	02/16/2011		M		2,200	A	\$ 26.73
							8,200
							D

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COMMON
STOCK, NO
PAR 02/16/2011 S 6,200 D \$ 62 2,000 D
VALUE

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Securities (Instr. 3 and 4)	Am or Nun of Sha
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 28.29	02/16/2011		M	2,000	11/09/2005 11/09/2015	COMMON 2,	
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 28.19	02/16/2011		M	2,000	11/12/2007 11/12/2017	COMMON 2,	
EMPLOYEE STOCK OPTION, RIGHT TO BUY	\$ 26.73	02/16/2011		M	2,200	11/09/2009 11/09/2019	COMMON 2,	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SVP, SOUTHERN DIVISION

Walters James D
PO BOX 6429
GREENVILLE, SC 29606

Signatures

/S/ JAMES D
WALTERS

02/17/2011

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.

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.