

Shamim Mohammad
Form 4
August 01, 2017

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 *
Shamim Mohammad

2. Issuer Name and Ticker or Trading Symbol
CARMAX INC [KMX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CIO

12800 TUCKAHOE CREEK PARKWAY

(Street)

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

RICHMOND, VA 23238

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/28/2017		M	A	\$ 42.68	D	
Common Stock	07/28/2017		M	A	\$ 44.96	D	
Common Stock	07/28/2017		S	D	\$ 66.07 (1)	D	
Common Stock	07/28/2017		S	D	\$ 66.16	D	

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

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number of shares sold at each separate price.

- (2) The stock options vested in four equal installments on each of April 15, 2014, April 15, 2015, April 15, 2016 and April 15, 2017 and are now fully exercisable.

The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2015,

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

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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