

COPART INC  
Form 4  
December 17, 2008

**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 \*  
Rosenstein Barry

(Last) (First) (Middle)

C/O JANA PARTNERS LLC, 767  
FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COPART INC [CPRT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2008

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)

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)	
				(A) or (D)	Price			
Common Stock	12/15/2008		S	96,316	D \$ 25.67	3,768,178	I	See footnote (1)
Common Stock	12/15/2008		S	179,900	D \$ 25.77	3,588,278	I	See footnote (1)
Common Stock	12/15/2008		S	136,210	D \$ 25.89	3,452,068	I	See footnote (1)
Common Stock	12/16/2008		S	21,510	D \$ 26.6	3,430,558	I	See footnote

									(1)
Common Stock	12/16/2008		S	28,490	D	\$ 26.7	3,402,068	I	See footnote (1)
Common Stock	12/17/2008		S	45,561	D	\$ 27.5	3,356,507	I	See footnote (1)
Common Stock	12/17/2008		S	23,544	D	\$ 27.55	3,332,963	I	See footnote (1)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenstein Barry C/O JANA PARTNERS LLC 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153		X		
JANA PARTNERS LLC 767 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10153		X		

## Signatures

/s/ Barry Rosenstein	12/17/2008
**Signature of Reporting Person	Date
/s/ JANA Partners LLC by Charles Penner, General Counsel	12/17/2008
**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).
- (1) JANA Partners LLC ("JANA") is a private money management firm which beneficially owns 3,332,963 shares of the Issuer's common stock through various entities and accounts under its management and control. Barry Rosenstein is the Managing Partner of JANA. JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

### Remarks:

JANA may be deemed to be a director by virtue of the fact that Barry Rosenstein, Managing Partner of JANA, currently serves on the board of directors of the Issuer.

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.