

EZCORP INC
Form 4
September 28, 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 *
Fosse Eric

(Last) (First) (Middle)
115 INDIAN BEND
(Street)

AUSTIN, TX 78734

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2006

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)
Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Non-Voting Common Stock | 09/27/2006 | | M | | 4,000 A \$ 8.68 4,000 | D | |
| Class A Non-Voting Common Stock | 09/27/2006 | | S | | 4,000 (1) D \$ 38.648 0 (2) | D | |
| Class A Non-Voting Common Stock | 05/11/2006 | | J | | 15.102 A \$ 31.95 15.102 | I | EZCORP, Inc. 401K |

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) These shares were sold pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2006.
- (2) The Non-Derivative Securities held does not include 12,000 Derivative Securities currently held by Reporting Person.
- (3) This report on the 401(k) transaction is voluntary. The sole purpose is to disclose EZCORP'S matching contributions pursuant to EZCORP, Inc. 401(k) Plan and Trust (the "Plan"). The information in this report is based on a plan statement dated as of May 16, 2006.
- (4) These shares were exercised pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2006.

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.