BAUER DAVID L
Form 4
March 14, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAUER DAVID L
(Last) (First) (Middle)
3210 QUANDT ROAD
(Street)
LAFAYETTE, CA 94549
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/10/2011		M		34,167	A	$ 10.99	34,167	D	
Common Stock	03/10/2011		F (1)		20,859	D	$ 40.78	13,308	D	
Common Stock	03/10/2011		M		50,000	A	$ 8.8	63,308	D	
Common Stock	03/10/2011		F (1)		29,094	D	$ 40.78	34,214	D	
Common Stock	03/10/2011		M		50,000	A	$ 18	84,214	D	

Common Stock	03/10/2011		F(1)		35,108	D	$ 40.78	49,106	D
Common Stock	03/10/2011		M		40,000	A	$ 24.03	89,106	D
Common Stock	03/10/2011		F(1)		31,240	D	$ 40.78	57,866	D
Common Stock	03/10/2011		M		30,679	A	$ 34.39	88,545	D
Common Stock	03/10/2011		F(1)		28,116	D	$ 40.78	60,429	D
Common Stock	03/10/2011		M		13,533	A	$ 32.86	73,962	D
Common Stock	03/10/2011		F(1)		12,132	D	$ 40.78	61,830	D

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

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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 10.99	03/10/2011		M			34,167	(2)	10/21/2012	Common Stock	34,167
Employee Stock Option (Right to Buy)	$ 8.8	03/10/2011		M			50,000	(3)	08/19/2013	Common Stock	50,000
	$ 18	03/10/2011		M			50,000	(4)	01/22/2014		50,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	$ 24.03	03/10/2011		M	40,000	(5)	10/04/2015	Common Stock	40,000
Employee Stock Option (Right to Buy)	$ 34.39	03/10/2011		M	30,679	(6)	09/28/2017	Common Stock	30,679
Employee Stock Option (Right to Buy)	$ 32.86	03/10/2011		M	13,533	(7)	09/28/2019	Common Stock	13,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUER DAVID L 3210 QUANDT ROAD LAFAYETTE, CA 94549			Senior Vice President	

Signatures

David L. Bauer	03/14/2011
**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).

(1) Shares withheld by the issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the reported option exercise.

(2) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 21, 2002, and it became fully exercisable on October 21, 2007.

(3) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was August 19, 2003, and it became fully exercisable on August 19, 2008.

(4) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was January 22, 2004, and it became fully exercisable on January 22, 2009.

(5)

The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was October 4, 2005, and it became fully exercisable on October 4, 2010.

(6) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2007. 30,679 shares were vested on March 10, 2011.

(7) The option vested 20% after the first year, and thereafter monthly, ratably, over the remaining 48 months vesting term. The option grant date was September 28, 2009. 13,533 shares were vested on March 10, 2011.

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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