

CARMAX INC
Form 4
January 30, 2015

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 *
STEMBERG THOMAS

(Last) (First) (Middle)

**12800 TUCKAHOE CREEK
PARKWAY**

(Street)

RICHMOND, VA 23238

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2011

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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	05/03/2011		S	40	D	\$ 34.28 885	I	By son through UTMA account
Common Stock	05/19/2011		S	50	D	\$ 30.09 835 ⁽¹⁾	I	By son through UTMA account
Common Stock	05/03/2011		S	20	D	\$ 34.28 380	I	By second son through UTMA

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Common Stock	05/19/2011	S	50	D	\$ 30.09	330 ⁽²⁾	I	By second son through UTMA account
Common Stock	05/03/2011	S	40	D	\$ 34.28	1,260	I	By third son through UTMA account
Common Stock	05/19/2011	S	50	D	\$ 30.09	1,210	I	By third son through UTMA account
Common Stock	01/28/2015	S	915	D	\$ 62.56	295 ⁽³⁾	I	By third son through UTMA account
Common Stock						9,576	D	

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

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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 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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEMBERG THOMAS 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238				X

Signatures

Christine Carter,
attorney-in-fact

01/30/2015

__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) On January 30, 2012, the remaining 835 shares were transferred from the son's Uniform Transfers to Minor Act ("UTMA") account to the son's personal account. The Reporting Person no longer has a reportable beneficial interest in the 835 shares of KMX common stock held by the Reporting Person's son and included in the Reporting Person's prior ownership reporting.
 - (2) On January 1, 2013, the remaining 330 shares were transferred from the second son's UTMA account to the second son's personal account. The Reporting Person no longer has a reportable beneficial interest in the 330 shares of KMX common stock held by the Reporting Person's second son and included in the Reporting Person's prior ownership reporting.
 - (3) The Reporting Person's third son holds KMX shares through a UTMA account.

Remarks:

Exhibit List:

Exhibit 24.1 - Power of Attorney

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.