**EZCORP INC** Form 4 August 01, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Issuer

**OMB APPROVAL** 

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ROTUNDA JOSEPH L Symbol EZCORP INC [EZPW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 1901 CAPITAL PKWY 07/28/2006 below) below) Chief Exectuive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **AUSTIN, TX 78746** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount Price Class A Non-Voting 07/28/2006 M 50,000 \$ 15 313,862 (1) D Α Common Stock Class A Non-Voting 07/28/2006 M 90,000 A \$ 2.57 403,862 (1) D Common Stock Class A Non-Voting 1,364 S D 07/28/2006 402,498 D (2) Common

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Class A Non-Voting Common Stock	07/28/2006	S	1,023 (2)	D	\$ 41.03	401,475	D
Class A Non-Voting Common Stock	07/28/2006	S	1,364 (2)	D	\$ 41.02	400,111	D
Class A Non-Voting Common Stock	07/28/2006	S	4,092 (2)	D	\$ 41	396,019	D
Class A Non-Voting Common Stock	07/28/2006	S	702 (2)	D	\$ 40.98	395,317	D
Class A Non-Voting Common Stock	07/28/2006	S	273 (2)	D	\$ 40.97	395,044	D
Class A Non-Voting Common Stock	07/28/2006	S	68 (2)	D	\$ 40.96	394,976	D
Class A Non-Voting Common Stock	07/28/2006	S	205 (2)	D	\$ 40.95	394,771	D
Class A Non-Voting Common Stock	07/28/2006	S	2,046 (2)	D	\$ 40.94	392,725	D
Class A Non-Voting Common Stock	07/28/2006	S	2,046 (2)	D	\$ 40.88	390,679	D
Class A Non-Voting Common Stock	07/28/2006	S	3,410 (2)	D	\$ 40.83	387,269	D
Class A Non-Voting Common Stock	07/28/2006	S	764 <u>(2)</u>	D	\$ 40.81	386,505	D
	07/28/2006	S	682 (2)	D		385,823	D

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Class A Non-Voting Common Stock					\$ 40.78		
Class A Non-Voting Common Stock	07/28/2006	S	3,410 (2)	D	\$ 40.75	382,413	D
Class A Non-Voting Common Stock	07/28/2006	S	7,843 (2)	D	\$ 40.73	374,570	D
Class A Non-Voting Common Stock	07/28/2006	S	3,751 (2)	D	\$ 40.7	370,819	D
Class A Non-Voting Common Stock	07/28/2006	S	3,411 (2)	D	\$ 40.62	367,408	D
Class A Non-Voting Common Stock	07/28/2006	S	6,138 (2)	D	\$ 40.58	361,270	D
Class A Non-Voting Common Stock	07/28/2006	S	1,353 (2)	D	\$ 40.57	359,917	D
Class A Non-Voting Common Stock	07/28/2006	S	682 (2)	D	\$ 40.25	359,235	D
Class A Non-Voting Common Stock	07/28/2006	S	1,023 (2)	D	\$ 40.21	358,212	D
Class A Non-Voting Common Stock	07/28/2006	S	1,023 (2)	D	\$ 40.2	357,189	D
Class A Non-Voting Common Stock	07/28/2006	S	1,364 (2)	D	\$ 40.14	355,825	D
	07/28/2006	S		D		352,415	D

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Class A Non-Voting Common Stock			3,410 (2)		\$ 40.08		
Class A Non-Voting Common Stock	07/28/2006	S	5,047 (2)	D	\$ 39.99	347,368	D
Class A Non-Voting Common Stock	07/28/2006	S	2,046 (2)	D	\$ 39.84	345,322	D
Class A Non-Voting Common Stock	07/28/2006	S	4,501 (2)	D	\$ 39.8	340,821	D
Class A Non-Voting Common Stock	07/28/2006	S	3,410 (2)	D	\$ 39.79	337,411	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or 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	Am or Nur of S
Incentive Stock Option 1998 Plan (right to buy)	\$ 15	07/28/2006		M	50,000	02/24/2001(3)	02/24/2010	Class A Non-Voting Common Stock	50
	\$ 2.57	07/28/2006		M	90,000	10/30/2003(4)	10/30/2008		90

(9-02)

Incentive Stock Option 1998 Plan (right to buy) Class A Non-Voting Common Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
ROTUNDA JOSEPH L							
1901 CAPITAL PKWY	X		Chief Exectuive Officer				
AUSTIN TX 787/6							

### **Signatures**

/s/ Laura Jones Attorney-in-Fact 08/01/2006

\*\*Signature of Reporting Person Da

# **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) Column 5 Amount of Securities Beneficially owned includes Restricted Stock Awards in the amount of 60,000, previously reported and currently held by Reporting Person.
- (2) These shares were sold to fund the exercise of stock options and the payment of any related taxes.
- (3) Non-Qualified Stock Options of 50,000 dated 2/24/2000 40,000 shares vest after first year, 10,000 shares vest after second year.
- (4) Performance Based Options 15% vesting in FY04, 25% vesting in FY05, and 60% vesting in FY06 if Performance Targets met with final vesting on October 30, 2008.

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.

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