

Freund Charles Richard  
 Form 3  
 March 23, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Freund Charles Richard                  |         | (Month/Day/Year)                     | FLEETCOR TECHNOLOGIES INC [FLT]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/22/2011   |  |
| 655 ENGINEERING DRIVE,Â SUITE 300         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NORCROSS,Â GAÂ 30092                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | President, Developing Markets  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 56,192  | D  | Â   |

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

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

## Edgar Filing: Freund Charles Richard - Form 3

|                        | Date Exercisable | Expiration Date |              | Amount or Number of Shares |         | or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Employee Stock Options | Â (1)            | 07/29/2012      | Common Stock | 3,125                      | \$ 0.15 | D                          | Â |
| Employee Stock Options | Â (1)            | 01/03/2015      | Common Stock | 125,000                    | \$ 2.31 | D                          | Â |
| Employee Stock Options | Â (2)            | 12/14/2020      | Common Stock | 26,082                     | \$ 23   | D                          | Â |
| Employee Stock Options | Â (3)            | 12/14/2020      | Common Stock | 184,442                    | \$ 23   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Freund Charles Richard<br>655 ENGINEERING DRIVE<br>SUITE 300<br>NORCROSS, GA 30092 | Â             | Â         | Â President, Developing Markets | Â     |

## Signatures

/s/Sean Bowen, under Power of Attorney  
Date: 03/23/2011

\_\_Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vested as to 100% of the shares.
- (2) Option will vest annually in six equal installments beginning July 1, 2011.
- (3) Option will vest for 21,968 shares on each of July 1, 2011 and 2012; 48,284 shares on each of July 1, 2013 and 2014; and 21,969 shares on each of July 1, 2015 and 2016.

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.