

CARMAX INC  
Form 3  
April 07, 2017

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 Cafritz Diane L                         |         | (Month/Day/Year)                     | CARMAX INC [KMX]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 12800 TUCKAHOE CREEK PARKWAY              |         | 04/01/2017                           | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| RICHMOND,Â VAÂ 23238                      |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |  |
|   |         |                                      | SVP & CHRO   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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**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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |  |   |

(Instr. 5)

|                              |        |            |              |        |          |   |   |
|------------------------------|--------|------------|--------------|--------|----------|---|---|
| Stock Options (Right to Buy) | Â (1)  | 04/10/2019 | Common Stock | 5,671  | \$ 31.76 | D | Â |
| Stock Options (Right to Buy) | Â (2)  | 04/15/2020 | Common Stock | 4,616  | \$ 42.68 | D | Â |
| Stock Options (Right to Buy) | Â (3)  | 04/09/2021 | Common Stock | 24,527 | \$ 44.96 | D | Â |
| Stock Options (Right to Buy) | Â (4)  | 04/08/2022 | Common Stock | 16,678 | \$ 73.76 | D | Â |
| Stock Options (Right to Buy) | Â (5)  | 04/12/2023 | Common Stock | 24,967 | \$ 51.63 | D | Â |
| Restricted Stock Units       | Â (6)  | Â (6)(7)   | Common Stock | (7)    | \$ 0     | D | Â |
| Restricted Stock Units       | Â (8)  | Â (8)(9)   | Common Stock | (9)    | \$ 0     | D | Â |
| Restricted Stock Units       | Â (10) | Â (10)(11) | Common Stock | (11)   | \$ 0     | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Cafritz Diane L<br>12800 TUCKAHOE CREEK PARKWAY<br>RICHMOND, VA 23238 | Â             | Â         | Â SVP<br>& CHRO | Â     |

## Signatures

Christine Carter,  
attorney-in-fact

04/07/2017

\_\_Signature of Reporting Person

Date

## 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) The stock options vested in four equal installments on each of April 10, 2013, April 10, 2014, April 10, 2015, and April 10, 2016 and are now fully exercisable.
- The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 15, 2014, April 15, 2015, and April 15, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on April 15, 2017.
- (2) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2015 and April 9, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 9, 2017 and April 9, 2018.
- (3) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on April 8, 2016 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 8, 2017, April 8, 2018 and April 8, 2019.
- (4)

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(5) The stock options become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 12, 2017, April 12, 2018, April 12, 2019 and April 12, 2020.

(6) The restricted stock units shall vest on April 9, 2017.

Shares of Company common stock will be issued to the Reporting Person following vesting of 1,951 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit

(7) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 31, 2014. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.

(8) The restricted stock units shall vest on April 8, 2018.

Shares of Company common stock will be issued to the Reporting Person following vesting of 1,267 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit

(9) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2015. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.

(10) The restricted stock units shall vest on April 12, 2019.

Shares of Company common stock will be issued to the Reporting Person following vesting of 1,845 restricted stock units, which are referred to by the Company as market stock units (MSUs), in accordance with the terms of the Form of Notice of Market Stock Unit

(11) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2015. The minimum number of shares of Company common stock that will be issued to the Reporting Person at payment is zero, and the maximum number of shares of Company common stock that will be issued at payment is two times the number of MSUs.

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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