

COHEN PHILLIP EAN
Form 4
March 01, 2005

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 *
COHEN PHILLIP EAN

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 EAST 71ST #1A

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2005

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

NEW YORK, NY 10021

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Non-Voting Common Stock | 02/25/2005 | | C | 62,522 A \$ 19.35 (1) | 62,522 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | | S | 2,000 D \$ 19.35 | 60,522 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | | S | 1,422 D \$ 19.32 | 59,100 | I (2) | MS Pawn Limited Partnership (2) |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|--------|-------|---------------------------------|
| Class A Non-Voting Common Stock | 02/25/2005 | S | 3,400 | A | \$ 19.3 | 55,700 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 5,000 | D | \$ 19.25 | 50,700 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 4,000 | D | \$ 19.2 | 46,700 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 12,400 | D | \$ 19.1 | 34,300 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 5,000 | D | \$ 19.08 | 29,300 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 1,200 | D | \$ 19.02 | 28,100 | I (2) | MS Pawn Limited Partnership (2) |
| Class A Non-Voting Common Stock | 02/25/2005 | S | 28,100 | D | \$ 19 | 0 | I (2) | MS Pawn Limited Partnership (2) |

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

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | of Shares | |
|---------|---------------------|------------|--|---|--------|------------|------------|------------|--------|
| Class B | | | | | | | | Class A | |
| Common | \$ 0 ⁽¹⁾ | 02/25/2005 | | C | 62,522 | 08/28/1991 | <u>(3)</u> | Non-Voting | 62,522 |
| Stock | | | | | | | | Common | |
| | | | | | | | | Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN PHILLIP EAN 30 EAST 71ST #1A NEW YORK, NY 10021 | | | X | |

Signatures

/s/ Philip E. Cohen individually and as Vice President and sole shareholder of MS Pawn Corporation, general partner of MS Pawn Limited Partnership

03/01/2005

__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) The Reporting Person, MS Pawn Limited Partnership, converted shares of Class B Common Stock into Class A Non-Voting Common Stock on a 1for1 basis.
- (2) These shares are directly owned by MS Pawn Limited Partnership, and indirectly owned by Philip E. Cohen, who owns all outstanding shares of MS Pawn Corporation, the general partner of MS Pawn Limited Partnership.
- (3) No expiration date applies.

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.