

Nash William D  
 Form 4  
 April 12, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Nash William D

(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)  
 04/10/2012

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)  
 EVP, HR & Admin Services

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 04/10/2012                           |  | M                              | 8,902   | A \$ 0  | 9,028  | D                                 |
| Common Stock                    | 04/10/2012                           |  | F                              | 2,867   | D \$ 32.54  | 6,161  | D                                 |

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 04/10/2012                           |  | A                              | 10,679  | <sup>(2)</sup>   | <sup>(1)(2)</sup>                                 | Common Stock |
| Stock Options (Right to Buy)               | \$ 31.76   | 04/10/2012                           |  | A                              | 102,843   | 04/10/2013 <sup>(3)</sup>                                | 04/10/2019  | Common Stock |
| SARS                                       | \$ 31.76   | 04/10/2012                           |  | A                              | 102,843   | 04/10/2013 <sup>(4)</sup>                                | 04/10/2019  | Common Stock |
| Restricted Stock Units                     | <sup>(5)</sup>   | 04/10/2012                           |  | M                              | 4,451   | <sup>(6)</sup>   | <sup>(6)</sup>                                    | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Nash William D<br>12800 TUCKAHOE CREEK PARKWAY<br>RICHMOND, VA 23238 |               |           | EVP, HR & Admin Services |       |

## Signatures

Heather Saunders 04/12/2012

<sup>(u)</sup>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).

Shares of Company common stock will be issued to the Reporting Person following vesting of the 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

(1) Grant filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011. 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.

(2) The restricted stock units shall vest on April 10, 2015.

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- (3) The stock options are exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 10, 2013, April 10, 2014, April 10, 2015 and April 10, 2016.

The stock options and the stock appreciation rights (SARs) were granted in tandem. Accordingly, the exercise of one results in the

- (4) surrender to the Issuer of the other. The SARs, which will entitle the Reporting Person to receive the cash value of the options in lieu of exercising the options, become exercisable only following a change in control of the Issuer as set forth in the Issuer's 2002 Stock Incentive Plan, as amended and restated.

- (5) Following vesting of the restricted stock units, which are referred to by the Company as market stock units (MSUs), the Reporting Person received two times the number of MSUs in shares of Company common stock.

- (6) The restricted stock units vested on April 7, 2012, and were settled in Company common stock on April 10, 2012.

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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