

EZCORP INC
Form 4
January 27, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTUNDA JOSEPH L

(Last) (First) (Middle)

1901 CAPITAL PKWY

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2006

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Class A Non-Voting Common Stock	01/25/2006		M	50,000	A \$ 10 263,862 ⁽¹⁾	D	
Class A Non-Voting Common Stock	01/25/2006		M	50,000	A \$ 13 313,862	D	
Class A Non-Voting Common Stock	01/25/2006		M	50,000	A \$ 2 363,862	D	

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Class A Non-Voting Common Stock	01/25/2006	S	100 <u>(2)</u>	D	\$ 20.3	363,762	D
Class A Non-Voting Common Stock	01/25/2006	S	757 <u>(2)</u>	D	\$ 20.25	363,005	D
Class A Non-Voting Common Stock	01/25/2006	S	600 <u>(2)</u>	D	\$ 20.24	362,405	D
Class A Non-Voting Common Stock	01/25/2006	S	100 <u>(2)</u>	D	\$ 20.23	362,305	D
Class A Non-Voting Common Stock	01/25/2006	S	300 <u>(2)</u>	D	\$ 20.2	362,005	D
Class A Non-Voting Common Stock	01/25/2006	S	2,298 <u>(2)</u>	D	\$ 20.19	359,707	D
Class A Non-Voting Common Stock	01/25/2006	S	3,000 <u>(2)</u>	D	\$ 20.17	356,707	D
Class A Non-Voting Common Stock	01/25/2006	S	2,900 <u>(2)</u>	D	\$ 20.16	353,807	D
Class A Non-Voting Common Stock	01/25/2006	S	400 <u>(2)</u>	D	\$ 20.15	353,407	D
Class A Non-Voting Common Stock	01/25/2006	S	5,100 <u>(2)</u>	D	\$ 20.12	348,307	D
Class A Non-Voting Common Stock	01/25/2006	S	1,200 <u>(2)</u>	D	\$ 20.1	347,107	D
	01/25/2006	S	100 <u>(2)</u>	D	\$ 20.09	347,007	D

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Class A
Non-Voting
Common
Stock

Class A Non-Voting Common Stock	01/25/2006	S	300 <u>(2)</u>	D	\$ 20.08	346,707	D
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Class A Non-Voting Common Stock	01/25/2006	S	2,600 <u>(2)</u>	D	\$ 20.07	344,107	D
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Class A Non-Voting Common Stock	01/25/2006	S	3,197 <u>(2)</u>	D	\$ 20.06	340,910	D
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Class A Non-Voting Common Stock	01/25/2006	S	250 <u>(2)</u>	D	\$ 20.055	340,660	D
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Class A Non-Voting Common Stock	01/25/2006	S	14,180 <u>(2)</u>	D	\$ 20.05	326,480	D
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Class A Non-Voting Common Stock	01/25/2006	S	7,791 <u>(2)</u>	D	\$ 20.04	318,689	D
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Class A Non-Voting Common Stock	01/25/2006	S	5,809 <u>(2)</u>	D	\$ 20.03	312,880	D
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Class A Non-Voting Common Stock	01/25/2006	S	3,800 <u>(2)</u>	D	\$ 20.02	309,080	D
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Class A Non-Voting Common Stock	01/25/2006	S	11,200 <u>(2)</u>	D	\$ 20.01	297,880	D
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Class A Non-Voting Common Stock	01/25/2006	S	34,018 <u>(2)</u>	D	\$ 20	263,862 <u>(3)</u>	D
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497.094 I

Class A
Non-Voting
Common
Stock

EZCORP,
Inc.
401(K)

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

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SEC 1474
(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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option 1998 Plan (right to buy)	\$ 10	01/25/2006		M	50,000 (4)	02/24/2003 ⁽⁵⁾ 02/24/2010	Class A Non-Voting Common Stock
Non-Qualified Stock Option 1998 Plan (right to buy)	\$ 13	01/25/2006		M	50,000 (4)	02/24/2003 ⁽⁶⁾ 02/24/2010	Class A Non-Voting Common Stock
Incentive Stock Option 1998 Plan (right to buy)	\$ 2	01/25/2006		M	50,000 (4)	10/30/2004 ⁽⁷⁾ 10/02/2010	Class A Non-Voting Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTUNDA JOSEPH L 1901 CAPITAL PKWY AUSTIN, TX 78746	X		Chief Executive Officer	

Signatures

/s/ Laura Jones
Attorney-in-Fact

01/27/2006

__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) Column 5 - Amount of Securities Beneficially owned includes Restricted Stock Awards in the amount of 60,000, previously reported, but was not included in the totals for this column in prior reports. This 60,000 Restricted Stock Award is still held by Reporting Person.
- (2) These shares were sold to fund the exercise of stock options and to cover the payment of the estimated taxes and expenses, pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2005.
- (3) This total does not include Derivative Securities previously reported on Table II. The Reporting Person currently holds 140,000 Derivative Securities.
- (4) These shares were exercised pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2005.
- (5) Non-Qualified Stock Options of 50,000 dated 2/24/2000 - 30,000 shares vest after second year, 20,000 shares vest after third year.
- (6) Non-Qualified Stock Options of 50,000 dated 2/24/2000 - 20,000 shares vest after third year, 30,000 vest after fourth year.
- (7) Incentive Stock Options of 200,000 granted 10/2/2000 - vest over a 3 year period in increments of 33.334% the first year, 33.333% in the second year, and 33.333% in the third year.

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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