

CARDTRONICS INC

Form 3/A

February 12, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Upton Thomas E

(Last) (First) (Middle)

3110 HAYES ROAD, SUITE
300

(Street)

HOUSTON, TX 77082

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/10/2007

3. Issuer Name and Ticker or Trading Symbol
CARDTRONICS INC [CATM]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

Chief Administrative Officer

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

12/11/2007

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 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

93,268 ⁽¹⁾

D

A

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
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Expiration Date Title

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	Date Exercisable		Amount or Number of Shares	or Indirect (I) (Instr. 5)		
Options to Purchase Common Stock	Â (2)	06/03/2011 ⁽⁴⁾	Common Stock 157,809 (1)	\$ 0.74 (1)	D	Â
Options to Purchase Common Stock	Â (2)	03/02/2012	Common Stock 29,807 (1)	\$ 1.48 (1)	D	Â
Options to Purchase Common Stock	Â (3)	03/05/2016	Common Stock 79,485 (1)	\$ 10.55 (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upton Thomas E 3110 HAYES ROAD SUITE 300 HOUSTON, TX 77082	Â	Â	Â Chief Administrative Officer	Â

Signatures

/s/ Michael E. Keller, Attorney-In-Fact for Thomas E.
Upton 02/12/2008

__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).

The share and option exercise price information presented above gives effect to a 7.9485 to 1 stock split for all common shares, which was effected immediately prior to the closing of the Issuer's initial public offering. The final ratio for this stock split was adjusted from

(1) that reported on the reporting person's original Form 3. This Form 3/A is not being filed to report a new transaction, but rather is being filed solely to report an administrative error in the calculation of the stock split ratio and a resulting revision in the amount of securities beneficially owned by the reporting person.

(2) The options are fully vested and exercisable.

(3) The options vest in four equal, annual installments beginning on March 6, 2007

(4) Due to an administrative error, the expiration date for the options was incorrectly reported on the reporting person's original Form 3.

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.