

Carroll John R
Form 4
December 21, 2010

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 *
Carroll John R

2. Issuer Name and Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2010

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

C/O SUMMIT PARTNERS,
L.P., 222 BERKLEY STREET,
18TH FLOOR

(Street)

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

BOSTON, MA 02116

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/20/2010		C		8,634,619 (1)	A	(7)
							24,750,066 (2)
Common Stock	12/20/2010		C		4,283,332 (3)	A	(8)
							29,033,398 (4)
Common Stock	12/20/2010		S		5,993,228 (5)	D	\$ 21.56
							23,040,170 (6)

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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- (3) Represents shares acquired by the following entities: 305 in the name of Summit Investors VI, L.P., 63,020 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.
- (4) Represents shares held by the following entities: 16,497,909 in the name of Summit Ventures VI-A, L.P., 343,110 in the name of Summit VI Advisors Fund, L.P., 526,790 in the name of Summit VI Entrepreneurs Fund, L.P., 6,880,287 in the name of Summit Ventures VI-B, L.P., 138,140 in the name of Summit Investors VI, L.P., 427,155 in the name of Summit Subordinated Debt Fund II, L.P., 2,626,060 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,577,252 in the name of Summit Partners Private Equity Fund VII-B, L.P., 15,110 in the name of Summit Investors I, LLC and 1,585 in the name of Summit Investors I (UK), L.P.
- (5) Represents shares sold by the following entities: 3,405,585 sold by Summit Ventures VI-A, L.P., 70,826 sold by Summit VI Advisors Fund, L.P., 108,743 sold by Summit VI Entrepreneurs Fund, L.P., 1,420,265 sold by Summit Ventures VI-B, L.P., 28,516 sold by Summit Investors VI, L.P., 88,175 sold by Summit Subordinated Debt Fund II, L.P., 542,086 sold by Summit Partners Private Equity Fund VII-A, L.P., 325,585 sold by Summit Partners Private Equity Fund VII-B, L.P., 3,119 sold by Summit Investors I, LLC and 328 sold by Summit Investors I (UK), L.P.
- (6) Represents shares held by the following entities: 13,092,324 in the name of Summit Ventures VI-A, L.P., 272,284 in the name of Summit VI Advisors Fund, L.P., 418,047 in the name of Summit VI Entrepreneurs Fund, L.P., 5,460,022 in the name of Summit Ventures VI-B, L.P., 109,624 in the name of Summit Investors VI, L.P., 338,980 in the name of Summit Subordinated Debt Fund II, L.P., 2,083,974 in the name of Summit Partners Private Equity Fund VII-A, L.P., 1,251,667 in the name of Summit Partners Private Equity Fund VII-B, L.P., 11,991 in the name of Summit Investors I, LLC and 1,257 in the name of Summit Investors I (UK), L.P.
- (7) The Series D-3 Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.
- (8) The Series E Convertible Preferred Stock converted into Fleetcor Technologies, Inc. common stock on a two and one-half-for-one basis, and had no expiration date.

Remarks:

The entities mentioned in Footnotes 1, 3 and 5 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (

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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