

Liberty Tax, Inc.
Form 4
July 23, 2014

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 *
Carroll Christopher Joseph

(Last) (First) (Middle)
1716 CORPORATE LANDING PARKWAY
(Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Liberty Tax, Inc. [TAX]

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former VP, Sales & Marketing

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	07/21/2014		M		7,000	A	\$ 20.19
Class A Common Stock	07/21/2014		S		7,000	D	\$ 34.7641 (1)
Class A Common Stock	07/22/2014		M		6,900	A	\$ 20.19
Class A Common	07/22/2014		S		6,900	D	\$ 0 34.0193

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Stock					(2)		
Class A Common Stock	07/23/2014		M	31,100	A	\$ 20.19	31,100 D
Class A Common Stock	07/23/2014		S	31,100	D	\$ 33.92 (3)	0 D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 20.19	07/21/2014		M	7,000	05/11/2014 09/30/2014	Class A Common Stock 7,000
Employee Stock Options (Right to Buy)	\$ 20.19	07/22/2014		M	6,900	06/30/2014 09/30/2014	Class A Common Stock 6,900
Employee Stock Options (Right to Buy)	\$ 20.19	07/23/2014		M	31,100	06/30/2014 09/30/2014	Class A Common Stock 31,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Carroll Christopher Joseph
1716 CORPORATE LANDING PARKWAY
VIRGINIA BEACH, VA 23454

Former VP, Sales & Marketing

Signatures

Christopher J
Carroll

07/23/2014

**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) Price is a weighted-average price of all same-day open-market trades executed by a broker-dealer, which occurred in a price range of \$34.605 to \$34.95.
- (2) Price is a weighted-average price of all same-day open-market trades executed by a broker-dealer, which occurred in a price range of \$33.75 to \$34.60.
- (3) Price is a weighted-average price of all same-day open-market trades executed by a broker-dealer, which occurred in a price range of \$33.84 to \$34.16.

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.