

EZCORP INC
Form 4
January 27, 2006

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 *
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| 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 ⁽²⁾ | D | \$ 20.08 | 346,707 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>2,600</u> ⁽²⁾ | D | \$ 20.07 | 344,107 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>3,197</u> ⁽²⁾ | D | \$ 20.06 | 340,910 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | 250 ⁽²⁾ | D | \$ 20.055 | 340,660 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>14,180</u> ⁽²⁾ | D | \$ 20.05 | 326,480 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>7,791</u> ⁽²⁾ | D | \$ 20.04 | 318,689 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>5,809</u> ⁽²⁾ | D | \$ 20.03 | 312,880 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>3,800</u> ⁽²⁾ | D | \$ 20.02 | 309,080 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>11,200</u> ⁽²⁾ | D | \$ 20.01 | 297,880 | D | |
| Class A Non-Voting Common Stock | 01/25/2006 | S | <u>34,018</u> ⁽²⁾ | D | \$ 20 | 263,862 ⁽³⁾ | D | |
| | | | | | | 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.

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.

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(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 Security (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. 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.