

CARMAX INC  
Form 4  
December 29, 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 \*  
Chattin Angela S

2. Issuer Name and Ticker or Trading Symbol  
CARMAX INC [KMX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12800 TUCKAHOE CREEK PKWY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/23/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, CAF

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

RICHMOND, VA 23238

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 12/23/2014                           |  | M                              | 48,671 A \$ 32.69   | 60,734  | D  |  |
| Common Stock                    | 12/23/2014                           |  | M                              | 35,249 A \$ 31.76   | 95,983  | D  |  |
| Common Stock                    | 12/23/2014                           |  | M                              | 14,440 A \$ 42.68   | 110,423   | D  |  |
| Common Stock                    | 12/23/2014                           |  | S                              | 98,360 D \$ 67.77   | 12,063  | D  |  |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy)               | \$ 32.69   | 12/23/2014                           |  | M                              | 48,671  | 04/05/2012 04/05/2018                                    | Common Stock  | 48,671                     |
| Stock Options (Right to Buy)               | \$ 31.76   | 12/23/2014                           |  | M                              | 35,249  | 04/10/2013 04/10/2019                                    | Common Stock  | 35,249                     |
| Stock Options (Right to Buy)               | \$ 42.68   | 12/23/2014                           |  | M                              | 14,440  | 04/15/2014 04/15/2020                                    | Common Stock  | 14,440                     |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| Chattin Angela S<br>12800 TUCKAHOE CREEK PKWY<br>RICHMOND, VA 23238 |               |           | SVP, CAF |       |

## Signatures

Terence Rasmussen,  
attorney-in-fact

12/29/2014

\*\*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).

The shares with respect to this transaction were sold at prices ranging from \$67.53 to \$68.18. Upon request, the Reporting Person will  
(1) provide the Securities and Exchange Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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