

EZCORP INC
Form 4
October 14, 2008

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 *
BRINKLEY STERLING B

(Last) (First) (Middle)

108 FORREST AVE.

(Street)

LOCUST VALLEY, NY 11560

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2008

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)
Chairman of the Board

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 (A) or (D) Price | | |
| Class A Non-Voting Common Stock | 10/13/2008 | | M | | 54,000 A \$ 3.3333 | 960,748 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | | 200 D \$ 13.68 | 960,548 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | | 500 D \$ 13.67 | 960,048 | D |

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| | | | | | | | |
|--|------------|---|-------|---|----------|---------|---|
| Class A Non-Voting Common Stock | 10/13/2008 | S | 100 | D | \$ 13.66 | 959,948 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 200 | D | \$ 13.65 | 959,748 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 1,000 | D | \$ 13.63 | 958,748 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 400 | D | \$ 13.62 | 958,348 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 100 | D | \$ 13.61 | 958,248 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 100 | D | \$ 13.6 | 958,148 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 300 | D | \$ 13.59 | 957,848 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 200 | D | \$ 13.58 | 957,648 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 500 | D | \$ 13.57 | 957,148 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 900 | D | \$ 13.56 | 956,248 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 1,600 | D | \$ 13.55 | 954,648 | D |
| | 10/13/2008 | S | 1,600 | D | \$ 13.54 | 953,048 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|--------------|---------|---|--|
| Class A Non-Voting Common Stock | | | | | | | | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 768 | D | \$ 13.53 | 952,280 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 2,800 | D | \$ 13.52 | 949,480 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 300 | D | \$ 13.515 | 949,180 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 5,884 | D | \$ 13.51 | 943,296 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 6,551 | D | \$ 13.5 | 936,745 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 3,497 | D | \$ 13.49 | 933,248 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 4,800 | D | \$ 13.48 | 928,448 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 4,216 | D | \$ 13.47 | 924,232 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 2,200 | D | \$ 13.46 | 922,032 | D | |
| Class A Non-Voting Common Stock | 10/13/2008 | S | 2,800 | D | \$ 13.45 | 919,232 | D | |
| | 10/13/2008 | S | 900 | D | \$ 13.44 | 918,332 | D | |

| | | | | | | | | |
|--|------------|--|---|---------------------|---|----------|-------------|---|
| Class A Non-Voting Common Stock | | | | | | | | |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | 1,484 | D | \$ 13.43 | 916,848 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | 2,500 | D | \$ 13.42 | 914,348 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | 1,300 | D | \$ 13.41 | 913,048 | D |
| Class A Non-Voting Common Stock | 10/13/2008 | | S | <u>6,300</u> (1) | D | \$ 13.4 | 906,748 (2) | D |

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option 1998 plan (right to buy) | \$ 3.3333 | 10/13/2008 | | M | 54,000 | 10/05/2008 | 11/05/2008 | Class A Non-Voting Common Stock | 54,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRINKLEY STERLING B 108 FORREST AVE. LOCUST VALLEY, NY 11560 | X | | Chairman of the Board | |

Signatures

/s/ Laura Jones
Attorney-in-Fact

10/14/2008

__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) These shares were sold pursuant to the provisions of a Rule 10b(5)-1 Plan established in August 2008.
- (2) The Total Non-Derivative Securities Beneficially Owned does not include 526,122 Derivative Securities currently held by Reporting Person.

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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