

EZCORP INC
Form 4
August 01, 2006

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 *
TONISSEN DANIEL N

(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)
07/28/2006

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)
Senior Vice President

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 | 07/28/2006 | | M | | 30,000 | A | \$ 12 | 49,894 ⁽¹⁾ | D |
| Class A Non-Voting Common Stock | 07/28/2006 | | M | | 4,000 | A | \$ 2 | 59,000 | D |
| Class A Non-Voting Common Stock | 07/28/2006 | | M | | 7,000 | A | \$ 2.57 | 66,000 | D |

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| | | | | | | | |
|--|------------|---|------------------|---|----------|-------------------|---|
| Class A Non-Voting Common Stock | 07/28/2006 | M | 20,000 | A | \$ 9.77 | 86,000 | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 636 <u>(2)</u> | D | \$ 41.05 | 85,364 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 477 <u>(2)</u> | D | \$ 41.03 | 84,887 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 636 <u>(2)</u> | D | \$ 41.02 | 84,251 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 1,908 <u>(2)</u> | D | \$ 41 | 82,343 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 327 <u>(2)</u> | D | \$ 40.98 | 82,016 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 127 <u>(2)</u> | D | \$ 40.97 | 81,889 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 32 <u>(2)</u> | D | \$ 40.96 | 81,857 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 95 <u>(2)</u> | D | \$ 40.95 | 81,762 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 954 <u>(2)</u> | D | \$ 40.94 | 80,808 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 954 <u>(2)</u> | D | \$ 40.88 | 79,854 <u>(1)</u> | D |
| | 07/28/2006 | S | | D | | 78,264 <u>(1)</u> | D |

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| | | | | | | | |
|--|------------|---|---------------------|---|-------------|-------------------|---|
| Class A Non-Voting Common Stock | | | 1,590 <u>(2)</u> | | \$ 40.83 | | |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 356 <u>(2)</u> | D | \$ 40.81 | 77,908 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 318 <u>(2)</u> | D | \$ 40.78 | 77,590 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 1,590 <u>(2)</u> | D | \$ 40.75 | 76,000 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 3,657 <u>(2)</u> | D | \$ 40.73 | 72,343 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 1,749 <u>(2)</u> | D | \$ 40.7 | 70,594 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 1,591 <u>(2)</u> | D | \$ 40.62 | 69,003 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 2,862 <u>(2)</u> | D | \$ 40.58 | 66,141 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 647 <u>(2)</u> | D | \$ 40.57 | 65,494 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 318 <u>(2)</u> | D | \$ 40.25 | 65,176 <u>(1)</u> | D |
| Class A Non-Voting Common Stock | 07/28/2006 | S | 477 <u>(2)</u> | D | \$ 40.21 | 64,699 <u>(1)</u> | D |
| | 07/28/2006 | S | 477 <u>(2)</u> | D | \$ 40.2 | 64,222 <u>(1)</u> | D |

Class A
Non-Voting
Common
Stock

Class A
Non-Voting
Common
Stock

Class A
Non-Voting
Common
Stock

Class A
Non-Voting
Common
Stock

07/28/2006

S

636 ⁽²⁾

D

\$ 40.14

63,586 ⁽¹⁾

D

07/28/2006

S

1,590 ⁽²⁾

D

\$ 40.08

61,996 ⁽¹⁾

D

07/28/2006

S

2,353 ⁽²⁾

D

\$ 39.99

59,643 ⁽¹⁾ ⁽³⁾

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.

SEC 1474
(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) | Am or Nur of S | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option 1991 Plan (right to buy) | \$ 12 | 07/28/2006 | | M | 30,000 | 11/14/1998 ⁽⁴⁾ | 11/14/2007 | Class A Non-Voting Common Stock | 30 |
| Incentive Stock Option 1998 Plan (right to | \$ 2 | 07/28/2006 | | M | 4,000 | 10/01/2002 ⁽⁵⁾ | 10/01/2011 | Class A Non-Voting Common Stock | 4, |

buy)

Incentive
Stock

Option
1998 Plan

\$ 2.57

07/28/2006

M

7,000

10/30/2003⁽⁶⁾

10/30/2012

Class A
Non-Voting
Common
Stock

(right to
buy)

Incentive
Stock

Option
2003 Plan

\$ 9.77

07/28/2006

M

20,000

01/01/2005⁽⁷⁾

01/14/2014

Class A
Non-Voting
Common
Stock

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TONISSEN DANIEL N 1901 CAPITAL PKWY AUSTIN, TX 78746 | X | | Senior Vice President | |

Signatures

/s/ Laura Jones
Attorney-in-Fact

08/01/2006

__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) Total Non-Derivative Securities held does not include 229,000 Derivative Securities currently held by Reporting Person, previously reported.
- (2) These shares were sold to fund the exercise of stock options and the payment of any related taxes.
- (3) This is Report 1 of 2.
- (4) This option grant of 30,000 shares vest in increments of 20% over five years.
- (5) This option grant of 20,000 shares vest in increments of 4,000 over five years.
- (6) Performance Based Options 15% vesting in FY04, 25% vesting in FY05, and 60% vesting in FY06 if Performance Targets met with final vesting on October 30, 2008.
- (7) Incentive Stock Options of 60,000 granted 1/14/2004 - 20,000 shares vest over 3 years, if Company performance criteria is met.

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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