

AMERICAS CARMART INC
Form 4
August 26, 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 *
HENDERSON WILLIAM H

(Last) (First) (Middle)

C/O AMERICA'S CAR-MART, INC., 802 SOUTHEAST PLAZA AVE., SUITE 200

(Street)

BENTONVILLE, AR 72712

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAS CARMART INC [CRMT]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2014

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)
President and CEO

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 | (A) or (D) | Price |
| Common Stock | 08/22/2014 | | M | | 24,000 | A | \$ 23.75 |
| Common Stock | 08/22/2014 | | S | | 14,217 | D | \$ 41.66 (1) |
| Common Stock | 08/22/2014 | | S | | 5,572 | D | \$ 42.59 (2) |
| Common Stock | 08/22/2014 | | S | | 2,611 | D | \$ 83,469 |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|-------|-------|--------|---|---------------------------|
| Stock | | | | | 42.62 | | | | |
| | | | | | (3) | | | | |
| | | | | | \$ | | | | |
| Common Stock | 08/22/2014 | | S | 1,600 | D | 41.84 | 81,869 | D | |
| | | | | | | (4) | | | |
| Common Stock | | | | | | | 250 | I | Custodian for Minor Child |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 23.75 | 08/22/2014 | | M | 24,000 | 12/08/2004 | 12/08/2014 | Common Stock | 24,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDERSON WILLIAM H
C/O AMERICA'S CAR-MART, INC.
802 SOUTHEAST PLAZA AVE., SUITE 200
BENTONVILLE, AR 72712

X

President and CEO

Signatures

/s/ Courtney C. Crouch, III, pursuant to a Power of Attorney

08/26/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.50 to \$42.21, inclusive. The reporting person undertakes to provide to America's Car-Mart, any security holder of America's Car-Mart, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price reported in this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.47 to \$42.74, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.24 to \$43.00, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.72 to \$41.85, inclusive.

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.