

Shamim Mohammad  
Form 4  
October 03, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shamim Mohammad

(Last) (First) (Middle)

12800 TUCKAHOE CREEK  
PARKWAY

(Street)

RICHMOND, VA 23238

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CARMAX INC [KMX]

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

10/01/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

SVP and CIO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	10/01/2018		M	4,470 A	\$ 47.47	5,797	D
Common Stock	10/01/2018		M	15,782 A	\$ 51.63	21,579	D
Common Stock	10/01/2018		M	13,890 A	\$ 58.38	35,469	D
Common Stock	10/01/2018		S	18,993 D	\$ 73.86 (1)	16,476	D
Common Stock	10/01/2018		S	15,149 D	\$ 74.54	1,327	D

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(2)

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

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 47.47	10/01/2018		M	4,470	<u>(3)</u> 09/26/2021	Common Stock	4,470
Stock Options (Right to Buy)	\$ 51.63	10/01/2018		M	15,782	<u>(4)</u> 04/12/2023	Common Stock	15,782
Stock Options (Right to Buy)	\$ 58.38	10/01/2018		M	13,890	<u>(5)</u> 05/01/2024	Common Stock	13,890

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Shamim Mohammad  
12800 TUCKAHOE CREEK PARKWAY  
RICHMOND, VA 23238

SVP and CIO

## Signatures

Christine Carter,  
attorney-in-fact 10/03/2018

           \*\*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 shares with respect to this transaction were sold at prices ranging from \$73.53 to \$73.99. Upon request, the Reporting Person will 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.

(2) The shares with respect to this transaction were sold at prices ranging from \$74.00 to \$74.98. Upon request, the Reporting Person will 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.

(3) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on each of September 26, 2015, September 26, 2016, September 26, 2017 and September 26, 2018 and are now fully exercisable.

(4) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on April 12, 2017 and April 12, 2018 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of April 12, 2019 and April 12, 2020.

(5) The stock options became exercisable with respect to one-fourth of the underlying shares of Common Stock on May 1, 2018 and become exercisable with respect to one-fourth of the underlying shares of Common Stock on each of May 1, 2019, May 1, 2020 and May 1, 2021.

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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