

FLEETCOR TECHNOLOGIES INC
 Form 4
 November 13, 2013

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 *
 Dey Eric

2. Issuer Name and Ticker or Trading Symbol
 FLEETCOR TECHNOLOGIES INC
 [FLT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5445 TRIANGLE
 PARKWAY, SUITE 400
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/11/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & Secretary

NORCROSS, GA 30092

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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/11/2013 | | M | | | 22,938 | A | \$ 23 | 26,238 | D | |
| Common Stock | 11/11/2013 | | S | | | 22,938 | D | \$ 115.1005 | 3,300 | D | |
| Common Stock | 11/12/2013 | | M | | | 3,068 | A | \$ 23 | 6,368 | D | |
| Common Stock | 11/12/2013 | | S | | | 3,068 | D | \$ 115.0984 | 3,300 | D | |
| Common Stock | 11/13/2013 | | M | | | 1,000 | A | \$ 23 | 4,300 | D | |

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Common Stock 11/13/2013 S 1,000 D \$ 115.877 3,300 D

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

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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 |
| Employee Stock Option | \$ 23 | 11/11/2013 | | M | 22,938 | 07/01/2013 12/14/2020 | Common Stock | 22,938 | |
| Employee Stock Option | \$ 23 | 11/12/2013 | | M | 3,068 | 07/01/2013 12/14/2020 | Common Stock | 3,068 | |
| Employee Stock Option | \$ 23 | 11/13/2013 | | M | 1,000 | 07/01/2013 12/14/2020 | Common Stock | 1,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dey Eric 5445 TRIANGLE PARKWAY SUITE 400 NORCROSS, GA 30092 | | | CFO & Secretary | |

Signatures

/s/ Sean Bowen, under power of attorney

11/13/2013

**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).

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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