

CARMAX INC
Form 4
June 23, 2006

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 *
LIGON WILLIAM A

(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)
06/22/2006

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)
Former CEO/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
Common Stock	06/22/2006		M		245,000	A	\$ 34.665
Common Stock	06/22/2006		S		1,100 ⁽¹⁾	D	\$ 34.46
Common Stock	06/22/2006		S		100 ⁽¹⁾	D	\$ 34.45
Common Stock	06/22/2006		S		100 ⁽¹⁾	D	\$ 34.44
Common Stock	06/22/2006		S		400 ⁽¹⁾	D	\$ 34.43

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Common Stock	06/22/2006	S	500 <u>(1)</u>	D	\$ 34.42	1,374,338	D
Common Stock	06/22/2006	S	200 <u>(1)</u>	D	\$ 34.41	1,374,138	D
Common Stock	06/22/2006	S	700 <u>(1)</u>	D	\$ 34.4014	1,373,438	D
Common Stock	06/22/2006	S	4,300 <u>(1)</u>	D	\$ 34.4	1,369,138	D
Common Stock	06/22/2006	S	7,100 <u>(1)</u>	D	\$ 34.39	1,362,038	D
Common Stock	06/22/2006	S	1,200 <u>(1)</u>	D	\$ 34.38	1,360,838	D
Common Stock	06/22/2006	S	1,400 <u>(1)</u>	D	\$ 34.3786	1,359,438	D
Common Stock	06/22/2006	S	800 <u>(1)</u>	D	\$ 34.37	1,358,638	D
Common Stock	06/22/2006	S	2,100 <u>(1)</u>	D	\$ 34.36	1,356,538	D
Common Stock	06/22/2006	S	1,300 <u>(1)</u>	D	\$ 34.35	1,355,238	D
Common Stock	06/22/2006	S	3,500 <u>(1)</u>	D	\$ 34.34	1,351,738	D
Common Stock	06/22/2006	S	3,400 <u>(1)</u>	D	\$ 34.33	1,348,338	D
Common Stock	06/22/2006	S	2,500 <u>(1)</u>	D	\$ 34.32	1,345,838	D
Common Stock	06/22/2006	S	200 <u>(1)</u>	D	\$ 34.31	1,345,638	D
Common Stock	06/22/2006	S	5,800 <u>(1)</u>	D	\$ 34.3	1,339,838	D
Common Stock	06/22/2006	S	36,000 <u>(1)</u>	D	\$ 34.2953	1,303,838	D
Common Stock	06/22/2006	S	300 <u>(1)</u>	D	\$ 34.29	1,303,538	D
Common Stock	06/22/2006	S	100 <u>(1)</u>	D	\$ 34.28	1,303,438	D
Common Stock	06/22/2006	S	33,500 <u>(1)</u>	D	\$ 34.2787	1,269,938	D
Common Stock	06/22/2006	S	300 <u>(1)</u>	D	\$ 34.27	1,269,638	D
	06/22/2006	S		D	\$ 34.26	1,257,889	D

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Common Stock				11,749 <u>(1)</u>				
Common Stock	06/22/2006	S	1,500 <u>(1)</u>	D	\$ 34.25	1,256,389	D	
Common Stock	06/22/2006	S	300 <u>(1)</u>	D	\$ 34.24	1,256,089	D	
Common Stock	06/22/2006	S	100 <u>(1)</u>	D	\$ 34.23	1,255,989	D	
Common Stock	06/22/2006	S	100 <u>(1)</u>	D	\$ 34.22	1,255,889	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 of Number of Shares
Stock Options (Right to Buy)	\$ 1.625	06/22/2006		M	70,000	03/01/2001 03/01/2007	Common Stock 70,000
Stock Options	\$ 4.885	06/22/2006		M	175,000	03/01/2002 03/01/2008	Common Stock 175,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIGON WILLIAM A 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238				Former CEO/President

Signatures

Sherry Neufer

06/23/2006

**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) These shares were sold for payment of the exercise price and applicable withholding taxes in connection with the exercise of stock options.

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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