

FLEETCOR TECHNOLOGIES INC
 Form 4
 June 03, 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 *
 Freund Charles Richard

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)
 05/30/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President, Developing Markets

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 or Price		
Common Stock ⁽¹⁾	05/30/2013		M		\$ 3,175 A 2.308	86,475	D
Common Stock ⁽¹⁾	05/30/2013		S		\$ 3,175 D 86.67	83,300	D
Common Stock ⁽¹⁾	05/30/2013		M		\$ 8,694 A 23	91,994	D
Common Stock ⁽¹⁾	05/30/2013		S		\$ 8,694 D 87.62	83,300	D
Common Stock ⁽¹⁾	05/30/2013		S		\$ 3,300 D 86.53	80,000	D

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

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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)	Amount or Number of Shares
Employee Stock Options ⁽¹⁾	\$ 2.308	05/30/2013		M	3,175	01/03/2009 01/03/2015	Common Stock	3,175
Employee Stock Options ⁽¹⁾	\$ 23	05/30/2013		M	8,694	07/01/2012 12/14/2020	Common Stock	8,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freund Charles Richard 5445 TRIANGLE PARKWAY SUITE 400 NORCROSS, GA 30092			President, Developing Markets	

Signatures

/s/ Sean Bowen, under power of attorney

06/03/2013

**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).

(1) Pursuant to 10b5-1 sales plan

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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