

CARDTRONICS INC  
Form 4/A  
February 12, 2008

**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 \*  
Kafker Roger

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 56TH FLOOR, 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CARDTRONICS INC [CATM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/18/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Price			
Common Stock	12/14/2007		C	151,663 A	151,663	I	See Footnote 2 (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)**

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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
Series B Convertible Preferred Stock	(1)	12/14/2007		C		11,067		02/10/2005	(3)	Common Stock	151,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kafker Roger JOHN HANCOCK TOWER, 56TH FLOOR 200 CLARENDON STREET BOSTON, MA 02116	X			

Signatures

Roger B. Kafker by Thomas P. Alber,  
Attorney-in-Fact  
Date: 02/12/2008

\*\*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) Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into 13.70415 shares of Common Stock. This Form 4/A is not being filed to report a new transaction, but rather is being filed solely to report an administrative error in the calculation of the Preferred Stock conversion ratio and a resulting revision in the amount of securities beneficially owned by the Reporting Person.
- (2) Roger B. Kafker may be deemed to have a beneficial interest in 151,663 shares of common stock of the Issuer held of record by TA Investors II L.P., of which he is a partner. Mr. Kafker disclaims beneficial ownership of such shares, except to the extent of 21,984 shares of common stock as to which he holds a pecuniary interest.
- (3) These securities do not have an expiration date.

Remarks:

Roger B. Kafker resigned as a Director of Cardtronics, Inc. effective December 13, 2007.

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.