

Conrad E. Brad
Form 4
April 02, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Conrad E. Brad

(Last) (First) (Middle)

3250 BRIARPARK DRIVE, SUITE
400

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

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

03/29/2013

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 below) ____ Other (specify below)

Chief Accounting Officer

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			Code V	Amount (D) Price	22,452	D	

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)

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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)	8. Pr Deriv Secur (Instr
				Code	V	(A)	(D)	
Restricted Stock Unit	<u>(1)</u>	03/29/2013		A		5,217	<u>(2)</u> <u>(2)</u>	Common Stock 5,217
Restricted Stock Unit	<u>(1)</u>	03/29/2013		A		1,569	<u>(3)</u> <u>(3)</u>	Common Stock 1,569
Restricted Stock Units	<u>(1)</u>						<u>(4)</u> <u>(4)</u>	Common Stock 6,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Conrad E. Brad 3250 BRIARPARK DRIVE SUITE 400 HOUSTON, TX 77042	Chief Accounting Officer

Signatures

/s/ Michael E. Keller, as his
Attorney-in-Fact

04/02/2013

**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) Each restricted stock unit represents a contingent right to receive one share of Cardtronics common stock.

In accordance with Cardtronics' 2012 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2014; 25% of the units on January 31, 2015; and 25% of the units on January 31, 2016.

(3) In accordance with Cardtronics' 2013 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2015; 25% of the units on January 31, 2016; and 25% of the units on January 31, 2017.

(4) In accordance with Cardtronics' 2011 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2013; 25% of the units on January 31, 2014; and 25% of the units on January 31, 2015.

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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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