

Walters James D
 Form 4
 December 10, 2012

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 *
 Walters James D

2. Issuer Name and Ticker or Trading Symbol
 WORLD ACCEPTANCE CORP
 [WRLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 6429
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, SOUTHERN DIVISION

GREENVILLE, SC 29606

(City) (State) (Zip)

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

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	12/07/2012		A		4,000 <u>(1)</u>	A	<u>(1)</u> 9,368
COMMON STOCK	12/07/2012		A		26,000 <u>(1)</u>	A	<u>(1)</u> 35,368

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

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SEC 1474
 (9-02)

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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)	Amount or Number of Shares
STOCK OPTION, RIGHT TO BUY	\$ 74.08	12/07/2012		A	4,000	12/07/2013 12/07/2022	COMMON STOCK	4,000
STOCK OPTION, RIGHT TO BUY	\$ 74.08	12/07/2012		A	4,000	12/07/2014 12/07/2022	COMMON STOCK	4,000
STOCK OPTION, RIGHT TO BUY	\$ 74.08	12/07/2012		A	4,000	12/07/2015 12/07/2022	COMMON STOCK	4,000
STOCK OPTION, RIGHT TO BUY	\$ 74.08	12/07/2012		A	4,000	12/07/2016 12/07/2022	COMMON STOCK	4,000
STOCK OPTION, RIGHT TO BUY	\$ 74.08	12/07/2012		A	4,000	12/07/2017 12/07/2022	COMMON STOCK	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walters James D PO BOX 6429 GREENVILLE, SC 29606			SVP, SOUTHERN DIVISION	

Signatures

/S/ James D.
Walters

12/10/2012

__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) Restricted Stock Grant; For additional information please see the Company's Form 8-K filed with the Securities and Exchange Commission on December 10, 2012.

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.