

EZCORP INC
Form 4
August 04, 2006

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 *
MATZNER GARY C

(Last) (First) (Middle)

201 SOUTH BISCAYNE
BLVD, SUITE 2200

(Street)

MIAMI, FL 33131-4336

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EZCORP INC [EZPW]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2006

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)

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)
				(A) or (D) Code V Amount (D) Price			
Class A Non-Voting Common Stock	08/02/2006		M	1,800 A \$ 2.57	1,800	D	
Class A Non-Voting Common Stock	08/02/2006		M	3,000 A \$ 6.27	4,800	D	
Class A Non-Voting Common Stock	08/02/2006		M	5,000 A \$ 8.86	9,800	D	

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Class A Non-Voting Common Stock	08/02/2006	S	713	D	\$ 38.49	9,087	D
Class A Non-Voting Common Stock	08/02/2006	S	200	D	\$ 38.5	8,887	D
Class A Non-Voting Common Stock	08/02/2006	S	100	D	\$ 38.46	8,787	D
Class A Non-Voting Common Stock	08/02/2006	S	1,987	D	\$ 38.45	6,800	D
Class A Non-Voting Common Stock	08/02/2006	S	2,000	D	\$ 38.75	4,800	D
Class A Non-Voting Common Stock	08/02/2006	S	3,000	D	\$ 38.55	1,800 ⁽¹⁾	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)

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)
	\$ 2.57	08/02/2006		M	(A) 1,800	Date Exercisable 10/01/2003 ⁽²⁾ Expiration Date 10/01/2012	Title Amount or Number of Shares 1,800

Incentive Stock Option 1998 Plan (right to buy)									Class A Non-Voting Common Stock	
Incentive Stock Option 2003 Plan (right to buy)	\$ 6.27	08/02/2006	M	3,000	09/17/2004 ⁽³⁾	09/17/2013			Class A Non-Voting Common Stock	3,000
Incentive Stock Option 2003 Plan (right to buy)	\$ 8.86	08/02/2006	M	5,000	10/01/2005 ⁽⁴⁾	10/01/2014			Class A Non-Voting Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATZNER GARY C 201 SOUTH BISCAYNE BLVD SUITE 2200 MIAMI, FL 33131-4336	X			

Signatures

/s/Laura Jones
Attorney-in-Fact

08/04/2006

**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) The total Non-Derivatives does not include 6,200 Derivative Securities currently held by Reporting Person.
 - (2) Non-Qualified Stock Options of 3,000 granted 10/1/2002 vested in 20% increments each year.
 - (3) Non-Qualified Stock Options of 3,000 granted 9/17/2003 vested 100% after the first year.
 - (4) Non-Qualified Stock Options of 5,000 granted 10/1/2004 vested 100% after the first year.

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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