

BROWN MICHAEL J
Form 4/A
May 31, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BROWN MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
EURONET WORLDWIDE INC
[EFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2011

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

C/O EURONET WORLDWIDE,
INC., 3500 COLLEGE
BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/24/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LEAWOOD, KS 66211

(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 | (A) or (D) | Price |
| Common Stock, par value \$0.02 per share | 02/22/2011 | | A ⁽¹⁾ | | 3,050 | A | \$ 0 |
| Common Stock, par value \$0.02 per share | 02/22/2011 | | F ⁽³⁾ | | 960 | D | \$ 18.23 |
| Common Stock, par | | | | | 3,343 | I | |
| | | | | | | | By 401(k) Plan |

value \$0.02
per share

Common
Stock, par
value \$0.02
per share

34,000

I

By spouse

Common
Stock, par
value \$0.02
per share

206,000

I

See (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN MICHAEL J C/O EURONET WORLDWIDE, INC. 3500 COLLEGE BOULEVARD LEAWOOD, KS 66211 | X | X | Chief Executive Officer | |

Signatures

Jeffrey B. Newman, Attorney in Fact for Michael J. Brown

05/30/2012

__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) Vesting of shares from performance based restricted stock awards granted July 2007/March 2008, based on Company's satisfaction of certain financial performance criteria.
- (2) Total shares beneficially held have been reduced by 3,199 shares to reflect shares withheld to satisfy tax liability obligations on vesting of restricted stock on February 23, 2010 and August 16, 2010.
- (3) This form is being amended to report shares surrendered to Euronet Worldwide, Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares.
- (4) Shares held by Mr. Brown's spouse as custodian for his children.

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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