

Thompson Carleton Krupp III
 Form 4/A
 November 03, 2009

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 *
 Thompson Carleton Krupp III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3250 BRIARPARK #400
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

HOUSTON, TX 77042
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/02/2009

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 10/30/2009 | | S | | 2,400 | <u>D</u> <u>(1)</u> | \$ 10 84,710 ⁽⁴⁾ | D |
| Common Stock | 11/02/2009 | | S | | 129 | <u>D</u> <u>(1)</u> | \$ 10 84,710 ⁽⁴⁾ | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 6.5421 | 10/30/2009 | | M | 2,400 | (2) 06/06/2014 | Common Stock | 39,742 |
| Options | \$ 6.5421 | 11/02/2009 | | M | 129 | (2) 06/06/2014 | Common Stock | 37,342 |
| Options | \$ 10.5478 | | | | | (2) 02/09/2015 | Common Stock | 39,742 |
| Options | \$ 10.5478 | | | | | (3) 03/05/2016 | Common Stock | 39,742 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Carleton Krupp III 3250 BRIARPARK #400 HOUSTON, TX 77042 | | | Chief Accounting Officer | |

Signatures

/s/ by Michael E. Keller, Attorney-in-Fact for Carleton Krupp Thompson, III

11/02/2009

____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) This sale was conducted pursuant to a Rule 10b5-1 Plan adopted by Mr. Thompson and approved by the Issuer on June 4, 2008.
- (2) All of these options were issued pursuant to the Issuer's 2001 Stock Incentive Plan and are fully vested.
- (3) All of these options were issued pursuant to the Issuer's 2001 Stock Incentive Plan and are fully vested, save and except for 9,935 options which will vest on March 6, 2010.
- (4) The Form 4 filed on Monday November 2, 2009, incorrectly reported that Mr. Thompson beneficially owned 90000 shares following the reported transactions. That report failed to take into account the 5290 shares that Mr. Thompson surrendered to the Company on June 22, 2009 (as noted in a Form 4 filed by Mr. Thompson on June 23, 2009) as payment of his tax liability that arose as a consequence of the

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lapsing of forfeiture restrictions on a portion of his 2008 restricted stock award.

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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