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CARDTRONICS INC

Form 3

December 11, 2007

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

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

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

JOHN HANCOCK TOWER.

Person *

Wilson Michael A.

56TH FLOOR, 200 CLARENDON STREET

(Last)

(First)

(Street)

(Middle)

Statement

(Month/Day/Year)

12/10/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CARDTRONICS INC [CATM]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner _X_ Director Other

Officer 6. Individual or Joint/Group (give title below) (specify below)

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

BOSTON. MAÂ 02116

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Amount or

Derivative Security

Price of

Security: Direct (D)

Derivative

Date Exercisable

Date

Expiration Title

Number of

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			Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	02/10/2005 Â (1)	Common Stock	150,577	\$ <u>(2)</u>	I	See Footnote 3 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Wilson Michael A.					
JOHN HANCOCK TOWER, 56TH FLOOR	î v	Â	â	â	
200 CLARENDON STREET	АЛ	Α	А	A	
BOSTON, MA 02116					

Signatures

Michael A. Wilson by Thomas P. Alber, Attorney-in-Fact

12/11/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities do not have an expiration date.
- (2) Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock will automatically convert into 1.7013 shares of Common Stock.
- Michael A. Wilson may be deemed to have a beneficial interest in 150,577 shares of common stock of the Issuer held of record by TA

 (3) Investors II L.P., of which he is a partner. Mr. Wilson disclaims beneficial ownership of such shares, except to the extent of 22,149 shares of common stock as to which he holds a pecuniary interest.

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.

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