

Rathgaber Steven A.
Form 4
April 02, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Rathgaber Steven A.

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 DRIVE, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2013

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

Chief Executive Officer

(Street)

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

HOUSTON, TX 77042

(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)
Common Stock				(A) or (D) Price	258,715	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)

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

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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
Restricted Stock Units	<u>(1)</u>	03/29/2013		A	46,313	<u>(2)</u> <u>(2)</u>	Common Stock	46,313
Restricted Stock Units	<u>(1)</u>	03/29/2013		A	16,459	<u>(3)</u> <u>(3)</u>	Common Stock	16,459
Restricted Stock Units	<u>(1)</u>					<u>(4)</u> <u>(4)</u>	Common Stock	44,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rathgaber Steven A. 3250 BRIARPARK DRIVE SUITE 400 HOUSTON, TX 77042	X		Chief Executive Officer	

Signatures

/s/ Michael E. Keller, as his Attorney-in-Fact 04/02/2013

 **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) Each restricted stock unit represents a contingent right to receive one share of Cardtronics common stock.
In accordance with Cardtronics' 2012 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2014; 25% of the units on January 31, 2015; and 25% of the units on January 31, 2016.
- (3) In accordance with Cardtronics' 2013 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2015; 25% of the units on January 31, 2016; and 25% of the units on January 31, 2017.
- (4) In accordance with Cardtronics' 2011 Long Term Equity Incentive Plan and subject to the terms thereof, each restricted stock unit will convert into one share of Cardtronics common stock as follows: 50% of the units on January 31, 2013; 25% of the units on January 31,

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2014; and 25% of the units on January 31, 2015.

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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