

Wilson Michael A.  
Form 4  
February 16, 2011

**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 \*  
Wilson Michael 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)  
JOHN HANCOCK TOWER, 56TH FLOOR, 200 CLARENDON STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2011

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

(Street)  
BOSTON, MA 02116

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/15/2011		J <sup>(1)</sup>	A	6,262	6,262	D
Common Stock	02/15/2011		J <sup>(2)</sup>	A	107	6,369	D
Common Stock	02/15/2011		J <sup>(3)</sup>	A	774	7,143	D
Common Stock	02/15/2011		J <sup>(4)</sup>	D	6,597	0	I
	02/15/2011		J <sup>(4)</sup>	A	6,597	13,740	D

See Footnote 5 <sup>(5)</sup>



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TA Atlantic and Pacific V L.P. distributed 536,456 shares to its partners of which TA Associates AP V L.P. received 5,365 shares. TA Associates AP V L.P. then distributed 107 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

(3) TA/Atlantic and Pacific IV L.P. distributed 231,193 shares to its partners of which TA Associates AP IV L.P. received 32,684 shares. TA Associates AP IV L.P. then distributed 774 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

(4) TA Investors II L.P. distributed 26,777 shares to its partners in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a), of which the reporting person received 6,597 shares.

The Reporting Person may have been deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in shares of  
(5) Common Stock held by TA Investors II L.P. The Reporting Person disclaimed beneficial ownership of all such securities, except to the extent of shares as to which he had a pecuniary interest.

(6) Not Applicable

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.