

BESSANT THOMAS A JR
Form 4
February 02, 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 *
BESSANT THOMAS A JR

2. Issuer Name and Ticker or Trading Symbol
CASH AMERICA
INTERNATIONAL INC [CSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 W. 7TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP - CFO

FORT WORTH, TX 76102

(City) (State) (Zip)

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

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 \$.10 | 01/31/2011 | | F | | 2,465 (1) | D | \$ 40 16,196 (2) |
| Restricted Stock Units (Common Stock, par value \$.10) | | | | | | D | 40,828 (2) (3) |
| Common Stock, par value \$.10 | | | | | | I | 5,644.651 Benefit Plans |

Common
Stock, par
value \$.10

318

I

By wife
through
401(k)
plan

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

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(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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options (right to buy) | \$ 7.95 | | | | | 07/28/2003 01/23/2012 | Common 25,000 | |
| Stock Options (right to buy) | \$ 9.41 | | | | | 12/10/2003 01/22/2013 | Common 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BESSANT THOMAS A JR 1600 W. 7TH STREET FORT WORTH, TX 76102 | | | Exec. VP - CFO | |

Signatures

/s/ Thomas A.
Bessant, Jr.

02/02/2011

__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).

- This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of Restricted Stock Unit awards. The timing and amount of the transaction were determined by the terms of the applicable Restricted Stock Unit awards and were not within the control of the Reporting Person.
- (1) awards. The timing and amount of the transaction were determined by the terms of the applicable Restricted Stock Unit awards and were not within the control of the Reporting Person.
 - (2) Reflects the vesting of 9,310 Restricted Stock Units.
Not included in this amount are 5,668 and 6,519 Performance-Based Restricted Stock Units, of which from 0% to 100% are eligible to vest on January 1, 2013 and January 1, 2014, respectively, subject to the Issuer's achievement of certain financial goals over a three-year period and certification by the Management Development and Compensation Committee.
 - (3) vest on January 1, 2013 and January 1, 2014, respectively, subject to the Issuer's achievement of certain financial goals over a three-year period and certification by the Management Development and Compensation Committee.

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.