

CARDTRONICS INC
Form 4
February 15, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See General Remarks

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	02/15/2011		J ⁽¹⁾		536,456	D	(8) 0	I	See Footnote 2 (2)
Common Stock	02/15/2011		J ⁽³⁾		5,365	A	(8) 5,365	I	See Footnote 4 (4)
Common Stock	02/15/2011		J ⁽⁵⁾		5,365	D	(8) 0	I	See Footnote 6 (6)
Common Stock	02/15/2011		J ⁽⁷⁾		54	A	(8) 2,502	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other				
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X							See General Remarks
TA Atlantic & Pacific V L P JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116								See General Remarks
TA Associates AP V L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116								See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer 02/15/2011
 **Signature of Reporting Person Date

TA Atlantic and Pacific V L.P., By TA Associates AP V L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/15/2011
 **Signature of Reporting Person Date

TA Associates AP V L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber,
Chief Financial Officer

02/15/2011

__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).
- (1) TA Atlantic and Pacific V L.P. distributed 536,456 shares pro rata for no consideration to the partners of TA Atlantic and Pacific V L.P. in a transaction exempt under Rule 16a-9(a).
- These securities were owned solely by TA Atlantic and Pacific V L.P. TA Associates, Inc. is the General Partner of TA Associates AP V L.P., which is the General Partner of TA Atlantic and Pacific V L.P. Each of TA Associates, Inc. and TA Associates AP V L.P. may have been deemed to have a beneficial interest in shares held by TA Atlantic and Pacific V L.P. and each disclaimed beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (2) TA Associates AP V L.P. is the General Partner and a Limited Partner of TA Atlantic and Pacific V L.P. and received 5,365 shares from TA Atlantic and Pacific V L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- These securities are owned solely by TA Associates AP V L.P. TA Associates, Inc. is the General Partner of TA Associates AP V L.P., which is the General Partner and a Limited Partner of TA Atlantic and Pacific V L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP V L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 54 shares.
- (3) TA Associates AP V L.P. distributed 5,365 shares pro rata for no consideration to the partners of TA Associates AP V L.P. in a transaction exempt under Rule 16a-9(a).
- These securities were owned solely by TA Associates AP V L.P. TA Associates, Inc. is the General Partner of TA Associates AP V L.P., which is the General Partner and a Limited Partner of TA Atlantic and Pacific V L.P. TA Associates, Inc. may have been deemed to have a beneficial interest in shares held by TA Associates AP V L.P. and disclaimed beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates, Inc. is the General Partner of TA Associates AP V L.P. and received 54 shares from TA Associates AP V L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable

Remarks:

The Reporting Persons are members of a 13(d) group and have a representative on the Issuer's board of directors. Michael A. V

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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