

CENTRAL PARKING CORP  
Form 4  
May 24, 2007

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holmes Donald Norman

(Last) (First) (Middle)

2401 21ST AVENUE  
SOUTH, SUITE 200

(Street)

NASHVILLE, TN 37212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CENTRAL PARKING CORP [CPC]

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

05/22/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Senior Vice President - HR

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	05/22/2007	D		1,634		<u>(1)</u>	<u>(1)</u>	Common Stock	1,634	
Stock Options (right to buy)	\$ 19.1	05/22/2007	D		15,000		01/28/2003 <u>(3)</u>	01/28/2012	Common Stock	15,000	
Stock Options (right to buy)	\$ 18.8	05/22/2007	D		30,000		02/06/2011	02/06/2012	Common Stock	30,000	
Stock Options (right to buy)	\$ 20.14	05/22/2007	D		15,000		10/01/2003 <u>(3)</u>	10/01/2012	Common Stock	15,000	
Stock Options (right to buy)	\$ 12.73	05/22/2007	D		25,000		09/30/2004 <u>(3)</u>	09/30/2013	Common Stock	25,000	
Stock Options (right to buy)	\$ 14.11	05/22/2007	D		23,000		09/30/2005	09/30/2014	Common Stock	23,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holmes Donald Norman 2401 21ST AVENUE SOUTH SUITE 200 NASHVILLE, TN 37212	Senior Vice President - HR

## Signatures

/s/ Benjamin F. Parrish, Attorney-In-Fact for Donald N. Holmes 05/24/2007

\_\_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) These deferred stock units convert to common stock on a 1-1 basis on the date elected by the reporting person.
- (2) These shares were cancelled and converted into \$22.53 in cash per share, without interest, pursuant to an Agreement and Plan of Merger, dated February 20, 2007, among KCPC Holdings, Inc., KCPC Acquisition, Inc. and Central Parking Corporation.
- (3) Vests in four equal annual installments beginning on this date.
- (4) Converted into the right to receive a cash payment of \$22.53 less the exercise price per share. If the exercise price of the option was equal to or in excess of \$22.53, the option was canceled without consideration.  
A portion of this option representing the right to buy 18,000 shares was converted into an option to purchase shares of common stock of
- (5) KCPC Holdings, Inc. on the same terms as the original option. The remainder was converted into the right to receive a cash payment of \$22.53 less the exercise price per share.

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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