

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)

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

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

JOHN HANCOCK TOWER, 56TH FLOOR, 200 CLARENDON 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

(Street)

BOSTON, MA 02116

(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 | | |
| Common Stock | 02/15/2011 | | J ⁽¹⁾ | 6,262 A | 6,262 | D | |
| Common Stock | 02/15/2011 | | J ⁽²⁾ | 107 A | 6,369 | D | |
| Common Stock | 02/15/2011 | | J ⁽³⁾ | 774 A | 7,143 | D | |
| Common Stock | 02/15/2011 | | J ⁽⁴⁾ | 6,597 D | 0 | I | See Footnote 5 ⁽⁵⁾ |
| | 02/15/2011 | | J ⁽⁴⁾ | 6,597 A | 13,740 | D | |

Common
Stock

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 Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wilson Michael A.
JOHN HANCOCK TOWER, 56TH FLOOR
200 CLARENDON STREET
BOSTON, MA 02116 X

Signatures

Michael A. Wilson by Thomas P. Alber,
Attorney-in-Fact

02/16/2011

**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).

TA IX L.P. distributed 1,340,998 shares to its partners of which TA Associates IX LLC received 244,805 shares. TA Associates IX LLC (1) then distributed 6,262 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

(2)

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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.

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