CARDTRONICS INC

Form 4

December 18, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kafker Roger

2. Issuer Name and Ticker or Trading Symbol

CARDTRONICS INC [CATM]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

JOHN HANCOCK TOWER, 56TH FLOOR, 200 CLARENDON

(Street)

(State)

(First)

STREET

(City)

(Instr. 3)

(Month/Day/Year)

12/14/2007

X_ Director Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02116

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

I

Common Stock

12/14/2007

Code V Amount

150,577

 \mathbf{C}

Price (D)

(1)

(A)

or

A

See

Footnote 2

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

(Month/Day/Year)

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150,577

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Convertible Preferred Stock	(1)	12/14/2007		C	1	1,067	02/10/2005	(3)	Common Stock	150,577

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kafker Roger

JOHN HANCOCK TOWER, 56TH FLOOR
200 CLARENDON STREET

BOSTON, MA 02116

Signatures

Roger B. Kafker by Thomas P. Alber, Attorney-in-Fact

12/18/2007

Date

**Signature of Reporting Person

eporting Person

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) Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into 13.606 shares of Common Stock.
- Roger B. Kafker may be deemed to have a beneficial interest in 150,577 shares of common stock of the Issuer held of record by TA

 (2) Investors II L.P., of which he is a partner. Mr. Kafker disclaims beneficial ownership of such shares, except to the extent of 21,831 shares of common stock as to which he holds a pecuniary interest.
- (3) These securities do not have an expiration date.

Remarks:

Roger B. Kafker resigned as a Director of Cardtronics Inc. effective December 13, 2007.

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.

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