ROSSI MARK Form 4 March 03, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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)

(Last)

(City)

400

1. Name and Address of Reporting Person * **ROSSI MARK**

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

CARDTRONICS INC [CATM]

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2011

3250 BRIARPARK DRIVE, SUITE

(Middle)

(Zip)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Officer (give title

HOUSTON, TX 77042

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common 03/02/2011 3,114 3,114 (2) Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

Indirect (I)

(Instr. 4)

D

(D) or

Other (specify

Estimated average

burden hours per

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own		
	Security				Acquired	1				Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROSSI MARK 3250 BRIARPARK DRIVE SUITE 400 HOUSTON, TX 77042	X						

Signatures

/s/ Michael E. Keller, as 03/03/2011 Attorney-in-Fact

> **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).
 - Restricted Stock awarded to Mr. Rossi in connection with his anticipated service as a director of the Company for the next 12 months.
- (1) The forfeiture restrictions on the stock shall lapse on March 2, 2012. In the event, Mr. Rossi's service as a director ends prior to such date all of the shares shall be forfeited back to the Company.
- (2) Shares granted to Mr. Rossi as an equity incentive award pursuant to the Company's Amended & Restated 2007 Stock Incentive Plan.

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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