

Schmit William
Form 4
June 05, 2012

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schmit William

2. Issuer Name **and** Ticker or Trading
Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Pres, Major Oil Card Programs

5445 TRIANGLE
PARKWAY, SUITE 400

(Street)

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
Person

NORCROSS, GA 30092

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock ⁽¹⁾	06/01/2012		M		12,600	A \$ 14	137,600	D	
Common Stock ⁽¹⁾	06/01/2012		S		12,600	D \$ 36.31	125,000	D	
Common Stock ⁽¹⁾	06/04/2012		M		10,300	A \$ 14	135,300	D	
Common Stock ⁽¹⁾	06/04/2012		S		10,300	D \$ 36.19	125,000	D	
Common Stock ⁽¹⁾	06/05/2012		M		6,700	A \$ 14	131,700	D	

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Common Stock ⁽¹⁾ 06/05/2012 S 6,700 D \$ 36.92 125,000 D

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

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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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽¹⁾	\$ 14	06/01/2012		M		12,600		02/25/2012	02/25/2018	Common Stock	12,600
Employee Stock Options ⁽¹⁾	\$ 14	06/04/2012		M		10,300		02/25/2012	02/25/2018	Common Stock	10,300
Employee Stock Options ⁽¹⁾	\$ 14	06/05/2012		M		6,700		02/25/2012	02/25/2018	Common Stock	6,700

Reporting Owners

Reporting Owner Name / Address	Relationships
Schmit William 5445 TRIANGLE PARKWAY SUITE 400 NORCROSS, GA 30092	Director 10% Owner Officer Other Pres, Major Oil Card Programs

Signatures

/s/ Sean Bowen, under power of
attorney

06/05/2012

 **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) Pursuant to 10b5-1 sales plan

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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