CARMAX INC Form SC 13G November 30, 2006

SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

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SCHEDULE 13G\* (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

CarMax, Inc.
(Name of Issuer)

Common Stock, par value \$0.50 per share (Title of Class of Securities)

143130102 (CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- [ ] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

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(Page 1 of 18 Pages)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 143130102 13G Page 2 of 18 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

Lone Spruce, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

							(a) [X] (b) [ ]
(3)	SEC US	SE ONLY					
(4)	CITIZE		OR PLACE Delaware	OF ORGAI	NIZATION		
NUMBER OF	(5)				-0-		
SHARES							
BENEFICIALLY	Y (6)	SHAR	ED VOTIN	IG POWER	114,443		
OWNED BY							
EACH	(7)	SOLE	DISPOSI	TIVE POW	ER -0-		
REPORTING							
PERSON WITH	(8)	SHAR	ED DISPO	SITIVE PO	OWER 114,443		
(9)				EFICIALL	Y OWNED		
	BY EAC	CH REPO	RTING PE	RSON	114,443		
(10)				REGATE AI	MOUNT SHARES **		[ ]
(11)			LASS REP	RESENTED	0.1%		
(12)	TYPE C	F REPO	 RTING PE	 :RSON **	PN		
		**	 SEE INST	` `RUCTIONS	BEFORE FIL	LING OUT!	
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(1)	I.R.S.	IDENT	ORTING P IFICATIC SONS (EN				
					Lone Ba 	lsam, L.P.	
(2)	CHECK	THE AP	PROPRIAT	E BOX IF	A MEMBER O	(a)	** [X] []
(3)	SEC US	SE ONLY					
(4)	CITIZE		 OR PLACE Delaware	OF ORGAI	NIZATION		
NUMBER OF	(5)	SOLE	VOTING	POWER			
SHARES					-0- 		

BENEFICIALLY	Y (	6)	SHARE	D VOT	ING P	OWER		251,107	7					
OWNED BY	_													
EACH	(	7)	SOLE	DISPO:	SITIV	E POW	ER	-0-						
REPORTING	_													
PERSON WITH	(	8)	SHARE	D DIS	POSIT	IVE P	OWEF	R 251 <b>,</b> 107	7					
(9)				UNT BI			Y OV	NED						
								251,107	7 					
(10)								IT RES **				[ ]		
(11)				ASS RI		ENTED		0.2%						
(12)	TYPE	OF	REPOR	TING 1	PERSO	N **		PN						
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			5	CC IIV.	SIRUC	TIONS	DLI	OKE FII	TING	001	•			
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	NAME	 S OF S. ]	 F REPC IDENTI		ION N	ONS O.	NLY)						Pages	5
(1)	NAME I.R. OF A	S OF S. I BOVE	F REPCIDENTI	FICAT:	ION N ENTIT	ONS O.	NLY)		 equoi	a, L	.P.	 *		
(1)	NAME I.R. OF A	S OF S. I BOVE	F REPCIDENTI	FICAT:	ION N ENTIT	ONS O.	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	?ages  [X]	
(1)	NAME I.R. OF A CHEC	S OF S. I	F REPCIDENTI E PERS	FICAT:	ION N ENTIT	ONS O.	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(2)	NAME I.R. OF A CHEC	S OF S. I BOVE	F REPCIDENTI F PERS HE APP ONLY	FICAT: FONS (1	ION NENTIT	ONS O. IES O	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(1)	NAME I.R. OF A CHEC	S OF S. I BOVE	F REPCIDENTI F PERS HE APP ONLY	FICAT: FONS (1	ION NENTIT	ONS O. IES O	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(2)	NAME I.R. OF A CHEC	S OF S. I BOVE	F REPC	FICAT: ONS (1	ION NENTIT	ONS O. IES O OX IF OX G	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(1)	NAME I.R. OF A CHEC	S OF S. I BOVE	F REPC	FICAT: ONS (1	ION NENTIT	ONS O. IES O OX IF OX G	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(1)  (2)  (3)  (4)  NUMBER OF  SHARES	NAME I.R. OF A CHEC	S OE SS. 1	F REPCIDENTI E PERS HE APP ONLY SHIP C	FICAT: ONS (1	ION NENTIT	ONS O. IES O OX IF ORGA	NLY)	Lone Se	 equoi	a, L	.P.	 * (a)	[X]	
(1) (2) (3) (4) NUMBER OF	NAME I.R. OF A CHEC	S OE SS. 1	F REPCIDENTI E PERS HE APP ONLY SHIP C	FICAT: ONS (1	ION NENTIT	ONS O. IES O OX IF ORGA	A N	Lone Se	equoi  DF A	a, I		 * (a)	[X]	
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY  OWNED BY	NAME I.R. OF A CHEC SEC CITI (  Y (	S OBOVE	F REPCIDENTI E PERS  HE APP  ONLY  SHIP C  SOLE	FICAT: ONS (1) ROPRIA OR PLACE PER PLACE OF PLAC	ION NENTIT	ONS O. IES O OX IF OX IF ORGA CER OWER	A N	Lone Se	equoi  DF A	a, I		(a) (b)	[X]	
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY  OWNED BY  EACH	NAME I.R. OF A CHEC SEC CITI (	S OBOVE	F REPCIDENTI E PERS  HE APP  ONLY  SHIP C  SOLE	FICAT: ONS (1	ION NENTIT	ONS O. IES O OX IF OX IF ORGA CER OWER	A N	Lone Se	equoi  DF A	a, I		(a) (b)	[X]	
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY  OWNED BY	NAME I.R. OF A CHEC SEC CITI (	S OF S	F REPCIDENTI E PERS HE APP ONLY SHIP C SOLE SHARE	FICAT ONS (1	ION NENTIT	ONS O. IES O OX IF OX IF ORGA OWER OWER	NLY)	Lone Se	equoi  DF A	a, I		(a) (b)	[X]	
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY  OWNED BY  EACH  REPORTING	NAME I.R. OF A CHEC SEC CITI (	S OF S	F REPCIDENTI E PERS HE APP ONLY SHIP C SOLE SHARE	FICAT ONS (1	ION NENTIT	ONS O. IES O OX IF OX IF ORGA OWER OWER	NLY)	Lone Se	equoi  DF A	a, I		(a) (b)	[X]	

BY EACH REPORTING PERSON

	209,790	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
(12)	TYPE OF REPORTING PERSON ** PN	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 1	43130102 13G Page 5 of 1	18 Pages
(1)	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO.  OF ABOVE PERSONS (ENTITIES ONLY)  Lone Cascade, L.P.	
(2)		(a) [X] (b) []
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	(5) SOLE VOTING POWER -0-	
SHARES BENEFICIALLY OWNED BY	Y (6) SHARED VOTING POWER 1,109,310	
EACH	(7) SOLE DISPOSITIVE POWER -0-	
REPORTING PERSON WITH	(8) SHARED DISPOSITIVE POWER 1,109,310	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,109,310	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0%	
(12)	TYPE OF REPORTING PERSON **	

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* *	SEE	INSTRUCTIONS	BEFORE	FILLING	OIIT!

CUSIP No. 1	43130102	13G		Page 6 of	18 Pages
(1)	NAMES OF REPORTIN I.R.S. IDENTIFICA OF ABOVE PERSONS	TION NO.	•	rra, L.P.	
(2)	CHECK THE APPROPR	IATE BOX IF A	MEMBER OF	A GROUP *	(a) [X]
(3)	SEC USE ONLY				
(4)	CITIZENSHIP OR PL Delaw		ATION		
	(5) SOLE VOTI	NG POWER	-0-		
SHARES BENEFICIALL	Y (6) SHARED VO	TING POWER	92,332		
OWNED BY			92,332		
EACH	(7) SOLE DISP	OSITIVE POWER	-0-		
REPORTING					
PERSON WITH	(8) SHARED DI	SPOSITIVE POWE	92,332		
(9)	AGGREGATE AMOUNT BY EACH REPORTING	PERSON	92,332		
(10)	CHECK BOX IF THE IN ROW (9) EXCLUD				[ ]
(11)	PERCENT OF CLASS BY AMOUNT IN ROW		0.1%		
(12)	TYPE OF REPORTING	PERSON **	PN		
	** SEE I	NSTRUCTIONS BE	FORE FILL	ING OUT!	
CUSIP No. 1	43130102	13G		Page 7 of	: 18 Pages
(1)	NAMES OF REPORTIN I.R.S. IDENTIFICA OF ABOVE PERSONS	TION NO.	· )		

Lone Pine Associates LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* \_\_\_\_\_ (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (5) SOLE VOTING POWER -0-SHARES \_\_\_\_\_ BENEFICIALLY (6) SHARED VOTING POWER 575**,**330 OWNED BY EACH (7) SOLE DISPOSITIVE POWER -0-REPORTING -----PERSON WITH (8) SHARED DISPOSITIVE POWER 575,330 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 575,330 \_\_\_\_\_\_ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.5% (12) TYPE OF REPORTING PERSON \*\* 00 \*\* SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 143130102 13G Page 8 of 18 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Lone Pine Members LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [X] (b) [ ] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5)	SOLE VOTING POWER	-0-
SHARES			
BENEFICIALLY	Y (6)	SHARED VOTING POWER	1,201,642
OWNED BY			
EACH	. ,	SOLE DISPOSITIVE POWE	-0-
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE PO	DWER 1,201,642
		TE AMOUNT BENEFICIALLY REPORTING PERSON	
			1,201,642
		OX IF THE AGGREGATE AN	
` '		OF CLASS REPRESENTED NT IN ROW (9)	1.1%
(12)	TVDE OF	 REPORTING PERSON **	
(12)	TIFE OF	KEFOKIING FERSON	00
		** SEE INSTRUCTIONS	DEFORE FIREING OUT.
CUSIP No. 14	43130102		
	NAMES O		Page 9 of 18 Pages
(1)	NAMES O	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON	Page 9 of 18 Pages 
(1)	NAMES OF ABOVE	13G  F REPORTING PERSONS  IDENTIFICATION NO.  E PERSONS (ENTITIES ON  HE APPROPRIATE BOX IF	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC
(1)	NAMES OF ABOVE	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF ONLY	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []
(1)	NAMES OF ABOVE CHECK TO SEC USE	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN Delaware	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []
(1)	NAMES OF ABOVE CHECK TO SEC USE	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN Delaware	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) [ ]
(1)	NAMES OF ABOVE CHECK TO SEC USE CITIZEN	TAGE  F REPORTING PERSONS  IDENTIFICATION NO.  E PERSONS (ENTITIES ON  HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN  Delaware  SOLE VOTING POWER	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY	NAMES OF ABOVE CHECK TO SEC USE CITIZEN	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN Delaware  SOLE VOTING POWER  SHARED VOTING POWER	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []  NIZATION  -0-  4,880,595
(1)  (2)  (3)  (4)  NUMBER OF  SHARES	NAMES OF ABOVE  CHECK TO  SEC USE  CITIZEN  (5)  (6)	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN Delaware  SOLE VOTING POWER  SHARED VOTING POWER	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []  NIZATION  -0-  4,880,595
(1)  (2)  (3)  (4)  NUMBER OF  SHARES  BENEFICIALLY	NAMES OF ABOVE  CHECK TO  SEC USE  CITIZEN  (5)  (6)	13G  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ON HE APPROPRIATE BOX IF  ONLY  SHIP OR PLACE OF ORGAN Delaware  SOLE VOTING POWER  SHARED VOTING POWER	Page 9 of 18 Pages  NLY)  Lone Pine Capital LLC  A MEMBER OF A GROUP **  (a) [X] (b) []  NIZATION  -0-  4,880,595

PERSON WITH	(8) SHARED DISPOSITIVE POWER 4,880,595	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,880,595	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6%	
(12)	TYPE OF REPORTING PERSON **	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 14	43130102 13G Page 10 of 18 Pa	.ges
(1)	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO.  OF ABOVE PERSONS (ENTITIES ONLY)  Stephen F. Mandel, Jr.	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [ (b) [	_
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	(5) SOLE VOTING POWER -0-	
SHARES BENEFICIALLY OWNED BY	Y (6) SHARED VOTING POWER 6,657,567	
EACH	(7) SOLE DISPOSITIVE POWER -0-	
REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER 6,657,567	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,657,567	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]	

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%

\_\_\_\_\_

(12) TYPE OF REPORTING PERSON \*\*

\_\_\_\_\_

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is CarMax, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 4900 Cox Road, Glen Allen, Virginia 23060.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), with respect to the Shares (defined in Item 2(d) below) directly owned by it;
- (ii) Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"), with respect to the Shares directly owned by it;
- (iii) Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), with respect to the Shares directly owned by it;
- (iv) Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), with respect to the Shares directly owned by it;
- (v) Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), with respect to the Shares directly owned by it;
- (vi) Lone Pine Associates LLC, a Delaware limited liability company ("Lone Pine"), with respect to the Shares directly owned by Lone Spruce, Lone Balsam and Lone Sequoia;
- (vii) Lone Pine Members LLC, a Delaware limited liability company ("Lone Pine Members"), with respect to the Shares directly owned by Lone Cascade and Lone Sierra;
- (viii) Lone Pine Capital LLC, a Delaware limited liability company ("Lone Pine Capital"), which serves as investment manager to Lone Cypress, Ltd. ("Lone Cypress"), Lone Kauri, Ltd. ("Lone Kauri") and Lone Monterey Master Fund, Ltd. ("Lone Monterey Master Fund"), each a Cayman Islands exempted company, with respect to the Shares directly owned by each of Lone Cypress, Lone Kauri and Lone Monterey Master Fund;
  - (ix) Stephen F. Mandel, Jr. ("Mr. Mandel"), with respect to the Shares directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade, Lone Sierra, Lone Cypress, Lone Kauri and Lone Monterey Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any

disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, Connecticut 06830.

Item 2(c). Citizenship:

Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade and Lone Sierra are limited partnerships organized under the laws of the State of Delaware. Lone Pine, Lone Pine Members and Lone Pine Capital are limited liability companies organized under the laws of the State of Delaware. Mr. Mandel is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.50 per share (the "Shares")

Item 2(e). CUSIP Number:

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Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) [ ] Broker or dealer registered under Section 15 of the Act,
- (b) [ ] Bank as defined in Section 3(a)(6) of the Act,
- (c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [ ] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b) (1) (ii) (F),
- (g) [ ] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check the box. [X]

#### Item 4. Ownership.

- A. Lone Spruce, L.P.
  - (a) Amount beneficially owned: 114,443
- (b) Percent of class: 0.1% The percentages used herein and in the rest of Item 4 are calculated based upon the 106,827,690 Shares issued and outstanding as of September 30, 2006 as reported in the Company's Form 10-Q filed on October 6, 2006
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 114,443
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 114,443

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- B. Lone Balsam, L.P.
  - (a) Amount beneficially owned: 251,107
  - (b) Percent of class: 0.2%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 251,107
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 251,107
- C. Lone Sequoia, L.P.
  - (a) Amount beneficially owned: 209,790
  - (b) Percent of class: 0.2%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 209,790
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 209,790
- D. Lone Cascade, L.P.
  - (a) Amount beneficially owned: 1,109,310
  - (b) Percent of class: 1.0%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,109,310
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,109,310
- E. Lone Sierra, L.P.
  - (a) Amount beneficially owned: 92,332
  - (b) Percent of class: 0.1%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 92,332
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 92,332
- F. Lone Pine Associates LLC
  - (a) Amount beneficially owned: 575,330
  - (b) Percent of class: 0.5%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 575,330
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition:

575,330

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- G. Lone Pine Members LLC
  - (a) Amount beneficially owned: 1,201,642
  - (b) Percent of class: 1.1%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,201,642
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,201,642
- H. Lone Pine Capital LLC
  - (a) Amount beneficially owned: 4,880,595
  - (b) Percent of class: 4.6%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 4,880,595
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 4,880,595
- I. Stephen F. Mandel, Jr.
  - (a) Amount beneficially owned: 6,657,567
  - (b) Percent of class: 6.2%
  - (c)(i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 6,657,567
  - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 6,657,567
- Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Lone Pine, the general partner of Lone Spruce, Lone Sequoia and Lone Balsam, has the power to direct the affairs of Lone Spruce, Lone Sequoia and Lone Balsam, including decisions respecting the disposition of the proceeds from the sale of shares. Lone Pine Members, the general partner of Lone Cascade and Lone Sierra, has the power to direct the affairs of Lone Cascade and Lone Sierra, including decisions respecting the disposition of the proceeds from the sale of shares. Lone Pine Capital, the investment manager of Lone Cypress, Lone Kauri and Lone Monterey Master Fund, has the power to direct the receipt of dividends from or the proceeds of the sale of shares held by Lone Cypress, Lone Kauri and Lone Monterey Master Fund. Mr. Mandel is the Managing Member of each of Lone Pine, Lone Pine Members and Lone Pine Capital and in that capacity directs their operations.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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#### SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: November 30, 2006

By: /s/ Stephen F. Mandel, Jr.

\_\_\_\_\_

Stephen F. Mandel, Jr., individually and (a) as Managing Member of Lone Pine Associates LLC, for itself and as the general partner of (i) Lone Spruce, L.P., (ii) Lone Balsam, L.P.

and (iii) Lone Sequoia, L.P.; (b) as Managing Member of Lone Pine Members LLC,

for itself and as the general partner of

(i) Lone Cascade, L.P. and (ii) Lone Sierra,

L.P.; and (c) as Managing Member of Lone Pine Capital LLC

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#### EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be

responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information  $\ensuremath{\mathcal{C}}$ concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: November 30, 2006

By: /s/ Stephen F. Mandel, Jr. \_\_\_\_\_

Stephen F. Mandel, Jr., individually and

(a) as Managing Member of Lone Pine Associates LLC, for itself and as the general partner of

(i) Lone Spruce, L.P., (ii) Lone Balsam, L.P. and (iii) Lone Sequoia, L.P.;

(b) as Managing Member of Lone Pine Members LLC, for itself and as the general partner of

(i) Lone Cascade, L.P. and (ii) Lone Sierra, L.P.; and (c) as Managing Member of Lone Pine