CARDTRONICS INC

Form 4 June 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 * Diaz Jorge M			2. Issuer Name and Ticker or Trading Symbol CARDTRONICS INC. ICATMI	5. Relationship of Reporting Person(s) to Issuer			
			CARDTRONICS INC [CATM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
3110 HAYES	S ROAD, S	UITE 300	(Month/Day/Year) 06/05/2008	_X_ Director 10% Owner Officer (give title below) Other (special below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Cho			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77082			Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect
(Instr. 3)	•	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A \		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/05/2008		A	5,000 (1)	A	\$0	5,000	D	

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)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transact	5.	6. Date Exerc Expiration D		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivativ Securities Acquired (A) or	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 an	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	, i		Expiration Date	Title Amo or Nun of Shar	nber	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
Diaz Jorge M 3110 HAYES ROAD SUITE 300 HOUSTON, TX 77082	X						

Signatures

/s/ Michael E. Keller, as
Attorney-in-Fact
06/09/2008

**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).
- These 5000 shares are restricted shares awarded to the reporting person as compensation for his service as a director for the Issuer. The shares are issued pursuant to the Issuer's 2007 Stock Incentive Plan. Subject to certain acceleration events, the restrictions on the shares lapse at a rate of 25% per year.

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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