#### **BROWN MICHAEL J**

Form 4

October 15, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

Washington, D.C. 20549

3235-0287 Number:

January 31,

0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per

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

response...

Expires:

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BROWN MICHAEL J** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

**EURONET WORLDWIDE INC** 

(Check all applicable)

[EEFT]

(Last) (First) (Middle) 3. Date of Earliest Transaction

\_X\_ Director 10% Owner

(Month/Day/Year) 10/11/2012

X\_ Officer (give title Other (specify Chief Executive Officer

C/O EURONET WORLDWIDE, INC., 3500 COLLEGE

**BOULEVARD** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LEAWOOD, KS 66211

(City) (State) (Zip)

(Street)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect (Instr. 4) Following Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Price Amount (D)

Common

Stock, par value

10/11/2012 M 120,000 A \$5 2,324,512 (1) D

\$0.02 per share

Common

Stock, par 10/11/2012 value

 $F^{(2)}$ 67,637 2,256,875 D

\$0.02 per

share

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Common Stock, par value \$0.02 per share	3,343	I	By 401(k) Plan
Common Stock, par value \$0.02 per share	34,000	I	By spouse
Common Stock, par value \$0.02 per share	206,000	I	See (3)
Common Stock, par value \$0.02 per share	104,304	I	See (4)

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 ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year) ) or (D)		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
Stock Option (right to buy)	\$ 5	10/11/2012		M		120,000	10/14/2003	10/14/2012	Common Stock	120,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

BROWN MICHAEL J C/O EURONET WORLDWIDE, INC. 3500 COLLEGE BOULEVARD LEAWOOD, KS 66211

Chief Executive Officer

LEAWOOD, KS 00211

## **Signatures**

Jeffrey B. Newman, Attorney in fact for Michael J. Brown

10/14/2012

\*\*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).
- Total holdings have been reduced by 105,264 shares to reflect 960 shares withheld to satisfy tax liability obligations on vesting of restricted stock on February 22, 2011 and 104,304 shares transferred to four family trusts on February 1, 2012.
- (2) Represents shares surrendered to Euronet Worldwide, Inc. by the Reporting Person to satisfy tax withholding obligations on exercise of stock option.
- (3) Shares held by Mr. Brown's spouse as custodian for his children.
- (4) Shares held by four family trusts for the benefit of Mr. Brown's children, of which Mr. Brown's spouse is the trustee.

X

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.

Signatures 3