

HALBROOK JOHN A  
Form 4  
May 14, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HALBROOK JOHN A

(Last) (First) (Middle)  
408 EAST SECOND STREET  
(Street)  
MUSCATINE, IA 52761

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HNI CORP [HNI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/12/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/12/2009		A		2,722	A	\$ 0 (1)
					15,197.5235	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 408 EAST SECOND STREET MUSCATINE, IA 52761		X		

## Signatures

Tamara S. Feldman, By Power of Attorney  
 Date: 05/13/2009

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) These shares were granted to the reporting person under the Corporation's 2007 Equity Plan for Non-Employee Directors.

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. 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 of Common Stock (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 of Common Stock directly owned by it; (iii) Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), with respect to the shares of Common Stock directly owned by it; (iv) Lone Pine Associates LLC, a Delaware limited liability company ("Lone Pine"), with respect to the shares of Common Stock directly owned by Lone Spruce, Lone Balsam and Lone Sequoia; (v) Lone Pine Capital LLC, a Delaware limited liability company ("Lone Pine Capital"), which serves as investment manager to Lone Cypress, Ltd. ("Lone Cypress") and Lone Kauri, Ltd. ("Lone Kauri"), each a Cayman Islands exempted company with respect to the shares of Common Stock directly owned by each of Lone Cypress and Lone Kauri; (vi) Stephen F. Mandel, Jr. ("Mr. Mandel"), with respect to the shares of Common Stock directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cypress and Lone Kauri. 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. CUSIP No. 143130102 13GA Page 9 of 13 Pages Item 2(c). Citizenship: Lone Spruce, Lone Balsam and Lone Sequoia are limited partnerships organized under the laws of the State of Delaware. Lone Pine Associates LLC and Lone Pine Capital LLC 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: CARMAX Inc. Common Stock, \$0.50 par value (the "Common Stock") Item 2(e). CUSIP Number: 143130102 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 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.  CUSIP No. 143130102 13GA Page 10 of 13 Pages Item 4. Ownership. A. Lone Spruce, L.P. (a) Amount beneficially owned: 225,862 (b) Percent of class: 0.2% The percentages used herein and in the rest of Item 4 are calculated based upon the 103,111,075 shares of Common Stock issued and outstanding as of December 31, 2002 as reported in the Company's Form 10-Q for the period ending November 30, 2002. (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 225,862 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 225,862 B. Lone Balsam, L.P. (a) Amount beneficially owned: 495,642 (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: 495,642 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 495,642 C. Lone Sequoia, L.P. (a) Amount beneficially owned: 414,083 (b) Percent of class: 0.4% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 414,083 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 414,083 D. Lone Pine Associates LLC (a) Amount beneficially owned: 1,135,587 (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: 1,135,587 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,135,587 E. Lone Pine Capital LLC (a) Amount beneficially owned: 6,653,113 (b) Percent of class: 6.5% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 6,653,113 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 6,653,113 CUSIP No. 143130102 13GA Page 11 of 13 Pages F. Stephen F. Mandel, Jr. (a) Amount beneficially owned: 7,788,700 (b) Percent of class: 7.6% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 7,788,700 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 7,788,700 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. Mr. Mandel is the Managing Member of Lone Pine and in that capacity directs its operations. Lone Cypress and Lone Kauri, clients of Lone Pine Capital of which Mr. Mandel is the Managing Member, have the power to direct the receipt of dividends from or the proceeds of the sale of shares. 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. CUSIP No. 143130102 13GA Page 12 of 13 Pages 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. CUSIP No. 143130102 13GA Page 13 of 13 Pages 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: February 13, 2003 LONE SPRUCE, L.P. By: Lone Pine Associates LLC, General Partner By: /s/ STEPHEN F. MANDEL, JR.

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----- Stephen F. Mandel, Jr. Managing Member LONE BALSAM, L.P. By: Lone Pine Associates  
LLC, General Partner By: /s/ STEPHEN F. MANDEL, JR. ----- Stephen F. Mandel, Jr. Managing  
Member LONE SEQUOIA, L.P. By: Lone Pine Associates LLC, General Partner By: /s/ STEPHEN F. MANDEL, JR.  
----- Stephen F. Mandel, Jr. Managing Member LONE PINE ASSOCIATES LLC By: /s/ STEPHEN  
F. MANDEL, JR. ----- Stephen F. Mandel, Jr. Managing Member LONE PINE CAPITAL LLC By:  
/s/ STEPHEN F. MANDEL, JR. ----- Stephen F. Mandel, Jr. Managing Member STEPHEN F.  
MANDEL, JR. /s/ STEPHEN F. MANDEL, JR. -----