

Schmit William  
Form 4  
May 04, 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  
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(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)

5445 TRIANGLE  
PARKWAY, SUITE 400

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/02/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Pres, Major Oil Card Programs

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 <sup>(1)</sup>	05/02/2012		M		12,613	A	\$ 14	137,613	D	
Common Stock <sup>(1)</sup>	05/02/2012		S		12,613	D	\$ 40.4879	125,000	D	
Common Stock <sup>(1)</sup>	05/03/2012		M		8,160	A	\$ 14	133,160	D	
Common Stock <sup>(1)</sup>	05/03/2012		S		8,160	D	\$ 40.664	125,000	D	
Common Stock <sup>(1)</sup>	05/04/2012		M		11,127	A	\$ 14	136,127	D	

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Common Stock <sup>(1)</sup> 05/04/2012 S 11,127 D \$ 40.4654 125,000 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.**

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(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 <sup>(1)</sup>	\$ 14	05/02/2012		M		12,613		02/25/2012	02/25/2018	Common Stock	12,613
Employee Stock Options <sup>(1)</sup>	\$ 14	05/03/2012		M		8,160		02/25/2012	02/25/2018	Common Stock	8,160
Employee Stock Options <sup>(1)</sup>	\$ 14	05/04/2012		M		11,127		02/25/2012	02/25/2018	Common Stock	11,127

## 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

05/04/2012

\*\*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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