

COHEN PHILLIP EAN

Form 4

February 25, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN PHILLIP EAN

2. Issuer Name **and** Ticker or Trading
Symbol
EZCORP INC [EZPW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

30 EAST 71ST #1A

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2005

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

(Street)

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

NEW YORK, NY 10021

(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)
Class A Non-Voting Common Stock	02/23/2005		C	60,700 A \$ 20.05	60,700	I ⁽¹⁾	MS Pawn Limited Partnership ⁽¹⁾
Class A Non-Voting Common Stock	02/23/2005		S	2,300 D \$ 20.05	58,400	I ⁽¹⁾	MS Pawn Limited Partnership ⁽¹⁾
Class A Non-Voting Common Stock	02/23/2005		S	5,000 D \$ 20.1	53,400	I ⁽¹⁾	MS Pawn Limited Partnership ⁽¹⁾

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Class A Non-Voting Common Stock	02/23/2005	S	3,000	D	\$ 20.1	50,400	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	7,300	D	\$ 20.12	43,100	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	8,000	D	\$ 20.1	35,100	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	5,000	D	\$ 20.11	30,100	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	5,000	D	\$ 20.14	25,100	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	8,000	D	\$ 20.15	17,100	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	100	D	\$ 20.2	17,000	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	2,000	D	\$ 20.18	15,000	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	5,000	D	\$ 20.3	10,000	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	5,000	D	\$ 20.28	5,000	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>
Class A Non-Voting Common Stock	02/23/2005	S	5,000	D	\$ 20.25	0	I <u>(1)</u>	MS Pawn Limited Partnership <u>(1)</u>

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

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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)	8. Amount or Number of Shares
Class B Common Stock	\$ 0	02/23/2005		C	60,700	08/28/1991 (2)	Class A Common Stock	60,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHEN PHILLIP EAN 30 EAST 71ST #1A NEW YORK, NY 10021	X

Signatures

/s/ Philip E. Cohen individually and as Vice President and sole shareholder of MS Pawn Corporation, general partner of MS Pawn Limited Partnership

02/25/2005

__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 are directly owned by MS Pawn Limited Partnership, and indirectly owned by Philip E. Cohen, who owns all outstanding shares of MS Pawn Corporation, the general partner of MS Pawn Limited Partnership.
- (2) No expiration date applies.

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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