

Clarke Ronald
Form 4
April 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
Clarke Ronald

2. Issuer Name and Ticker or Trading Symbol
FLEETCOR TECHNOLOGIES INC
[FLT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

(Last) (First) (Middle)
5445 TRIANGLE
PARKWAY, SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2012

NORCROSS, GA 30092

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

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock ⁽¹⁾ ₍₂₎	04/02/2012		M		53,928	A	\$ 2.308	3,000,211	D	
Common Stock ⁽¹⁾	04/02/2012		S		53,928	D	\$ 38.131	2,946,283	D	
Common Stock ⁽¹⁾	04/03/2012		M		15,472	A	\$ 2.308	2,961,755	D	
Common Stock ⁽¹⁾	04/03/2012		S		15,472	D	\$ 38.8243	2,946,283	D	

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽¹⁾	\$ 2.308	04/02/2012		M	53,928	01/03/2009 01/03/2015	Common Stock	53,928	
Employee Stock Options ⁽¹⁾	\$ 2.308	04/03/2012		M	15,472	01/03/2009 01/03/2015	Common Stock	15,472	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Ronald 5445 TRIANGLE PARKWAY SUITE 400 NORCROSS, GA 30092	X		CEO & President	

Signatures

/s/ Sean Bowen, under power of attorney

04/04/2012

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

(2) Ending balance on previously filed Form 4, filed on March 9, 2012, included 166,666 excess shares due to administrative error. These shares were reported as acquired on November 3, 2011, however they had already been appropriately included in the amount of securities beneficially owned in accordance with Section 16 filing requirements. The ending balance of securities beneficially owned by Mr. Clarke

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has been adjusted to reflect the correct balance.

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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