### Edgar Filing: CENTRAL PARKING CORP - Form 4

CENTRAL Form 4	PARKING COR	Р							
May 24, 20									
FORM	$\mathbf{M} 4_{\text{UNITED}}$	STATES SE	CURITIES	AND FXCE	IAN	GE C	OMMISSION		APPROVAL
		STATESSE	Washingtor			ULU	01411411551014	OMB Number:	3235-0287
Check t if no lor subject		MENT OF CI	CHANGES IN BENEFICIAL OWNERS					Expires: January 2 Estimated average	
Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	or Filed pur ions ntinue.		on 16(a) of t	lding Comp	any A	Act of	1935 or Sectio	burden ho response	ours per
(Print or Type	e Responses)								
	Address of Reporting thryn Carell	Syn	Issuer Name <b>ar</b> 1bol NTRAL PAI			PC1	5. Relationship of Issuer	Reporting Po	erson(s) to
(Last) (First) (Middle)			ate of Earliest		u je	(Check all applicable)			
C/O CENT CORPORA	FRAL PARKING ATION, 2401 21S SOUTH, SUITE 2	(Mc 05/ T	onth/Day/Year) 22/2007	Transaction			X Director Officer (give below)		0% Owner ther (specify
	(Street)	f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NASHVIL	LE, TN 37212						Form filed by M Person	Iore than One	Reporting
(City)	(State)	(Zip)	Table I - Non-	-Derivative Se	curiti	es Acqu	uired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	any Code (Instr. 3, 4 and 5) Beneficia (Month/Day/Year) (Instr. 8) Owned Followin (A) Transacti				Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/22/2007		Code V D	Amount 8,129 (1)	(D) D	Price (2)	0	D	
Common Stock	05/22/2007		D	81,630 <u>(3)</u>	D	<u>(2)</u>	0	Ι	By Trusts
Common Stock	05/22/2007		D	166,342 (4)	D	<u>(2)</u>	0	Ι	By Foundation
Common Stock	05/22/2007		D	79,303 <u>(5)</u>	D	<u>(2)</u>	0	Ι	By Trust
Common Stock	05/22/2007		D	17,050 <u>(6)</u>	D	<u>(2)</u>	0	I	By Trusts

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Common Stock	05/22/2007	D	89,546 <u>(7)</u>	D	<u>(2)</u>	0	Ι	By Trusts
Common Stock	05/22/2007	D	2,021,887 (8)	D	<u>(2)</u>	0	Ι	By Trusts

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.

# 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner N	Relationships						
	Director	10% Owner	Officer	Other			
Brown Kathryn Carell C/O CENTRAL PARKIN 2401 21ST AVENUE SO NASHVILLE, TN 37212	Х						
Signatures							
/s/ Kathryn Carell Brown	05/23/2007						
**Signature of Reporting Person	Date						
Explanation of	Resnonses	-					

## **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).

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- (1) Includes 3,333 shares of restricted stock that vested pursuant to an Agreement and Plan of Merger, dated February 20, 2007, among KCPC Holdings, Inc., KCPC Acquisition, Inc. and Central Parking Corporation.
- (2) These shares were cancelled and converted into \$22.53 in cash per share, without interest, pursuant to an Agreement and Plan of Merger, dated February 20, 2007, among KCPC Holdings, Inc., KCPC Acquisition, Inc. and Central Parking Corporation.
- (3) Shares owned by the 1996 Carell Grandchildren's Trusts. Mrs. Brown is a co-trustee of these Trusts.
- (4) Shares owned by the Kathryn Carell Brown Foundation. Mrs. Brown serves on the Board of Trustees of the Foundation.
- (5) Shares owned by the 2002 Kathryn Carell Brown Charitable Remainder Trust.
- (6) Shares owned by trusts of which Mrs. Brown is the trustee.
- (7) Shares owned by trusts of which Mrs. Brown is a co-trustee.

Shares owned by various trusts of which Mrs. Brown serves on a committee of three persons that has investment power with respect to stock held by such trusts; because a majority of the votes of such committee is required to vote or dispose of such shares, Mrs. Brown

(8) Stock lield by such thuss, because a majority of the voice of such committee is required to voic of dispose of such shares, while blow does not have the independent ability to determine the outcome of such a vote and therefore disclaims beneficial ownership of such shares.

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.