

CENTRAL PARKING CORP  
 Form 4  
 May 24, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Brown Kathryn Carell

(Last) (First) (Middle)

C/O CENTRAL PARKING CORPORATION, 2401 21ST AVENUE SOUTH, SUITE 200

(Street)

NASHVILLE, TN 37212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CENTRAL PARKING CORP [CPC]

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

05/22/2007

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/22/2007		D	8,129 <sup>(1)</sup>	D <u>(2)</u> 0	D	
Common Stock	05/22/2007		D	81,630 <sup>(3)</sup>	D <u>(2)</u> 0	I	By Trusts
Common Stock	05/22/2007		D	166,342 <sup>(4)</sup>	D <u>(2)</u> 0	I	By Foundation
Common Stock	05/22/2007		D	79,303 <sup>(5)</sup>	D <u>(2)</u> 0	I	By Trust
Common Stock	05/22/2007		D	17,050 <sup>(6)</sup>	D <u>(2)</u> 0	I	By Trusts



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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) does not have the independent ability to determine the outcome of such a vote and therefore disclaims beneficial ownership of such shares.

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