Smith Richard A Form 4 December 16, 2010

December 1	6, 2010												
FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION										OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549											3235-0287		
Check the if no long	gar			Č						Number: Expires:	January 31,		
subject to Section 2	CHANGES IN BENEFICIAL OWN SECURITIES						NERSHIP OF	Estimated a burden hour response	•				
Form 5 obligations may continue. See Instruction 1(b).  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 * Smith Richard A			2. Issuer Name and Ticker or Trading Symbol FLEETCOR TECHNOLOGIES INC						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
			[FLT]						(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)						DirectorX 10% Owner Officer (give title Other (specify				
	K D. BALK, GOU S, PC, 400 ATLA		12/14/	_					below)	below)			
				Filed(Month/Day/Year) A					. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person				
BOSTON,	MA 02110								Form filed by Mo				
(City)	(State)	(Zip)	Tal	ble I - N	lon-	Derivative S	Securi	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Month/Day/Year)  2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transa Code (Instr.		4. Securitie or Disposed of (Instr. 3, 4 a	f (D) and 5)		or 5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	12/14/2010			S		500,000 (1)	D	\$ 21.562 (2)	25 8,853,417 <u>(1</u>	l I	By Chestnut Hill Ventures LLC (3)		
Common Stock									625,000	I	By Trust UWO Philip Smith		

FBO

Richard A. Smith

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Smith Richard A					
C/O MARK D. BALK, GOULSTON & STORRS, PC 400 ATLANTIC AVENUE		X			

## **Signatures**

BOSTON, MA 02110

David L. Coombs, as 12/16/2010 Attorney-in-Fact \*\*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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (1) inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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- (2) This amount represents the \$23.00 public offering price per share of common stock of the issuer less the underwriting discount of \$1.4375 per share.
- These shares are owned directly by Chestnut Hill Fuel, LLC, which is a direct wholly owned subsidiary of GCC Investments, LLC, which is a direct and indirect wholly owned subsidiary of Chestnut Hill Ventures LLC. GCC Investments, LLC and Chestnut Hill Ventures LLC are indirect beneficial owners of the reported securities.

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.