

MCLEAN A A III
Form 4
February 21, 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 *
MCLEAN A A III

2. Issuer Name and Ticker or Trading Symbol
WORLD ACCEPTANCE CORP
[WRLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

PO BOX 6429

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

GREENVILLE, SC 29606

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 Indirect Beneficial Ownership (Instr. 4) | | |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| COMMON STOCK, NO PAR VALUE ⁽¹⁾ | 02/21/2012 | | M | | 716 | A | \$ 8.29 | 114,581 | D |
| COMMON STOCK, NO PAR VALUE | 02/21/2012 | | M | | 10,000 | A | \$ 16.55 | 124,581 | D |
| COMMON STOCK, NO PAR VALUE | 02/21/2012 | | M | | 5,000 | A | \$ 23.53 | 129,581 | D |

COMMON STOCK, NO PAR VALUE 02/21/2012 S 15,761 D \$ 65.05 113,865 D

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.

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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 Security (Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| EMPLOYEE OPTION TO BUY, COMMON STOCK ⁽¹⁾ | \$ 8.29 | 02/21/2012 | | M | 716 | 10/24/2007 10/24/2012 | COMMON STOCK, NO PAR VALUE |
| EMPLOYEE OPTION TO BUY, COMMON STOCK | \$ 16.55 | 02/21/2012 | | M | 10,000 | 10/24/2008 10/24/2013 | COMMON STOCK, NO PAR VALUE |
| EMPLOYEE OPTION TO BUY, COMMON STOCK | \$ 23.53 | 02/21/2012 | | M | 5,000 | 10/28/2009 10/28/2014 | COMMON STOCK, NO PAR VALUE |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLEAN A A III PO BOX 6429 | X | | CHAIRMAN & CEO | |

GREENVILLE, SC 29606

Signatures

/S/ A. A.

02/21/2012

McLean III

__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) Options scheduled to expire within one year (10/24/2012)

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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