



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

August 23, 2010

*By U.S. Mail and facsimile to (804) 967-2978*

Keith D. Browning  
Executive Vice President and Chief Financial Officer  
CarMax, Inc.  
12800 Tuckahoe Creek Parkway  
Richmond, Virginia 23238

**Re: CarMax, Inc.  
Form 10-K for Fiscal Year Ended February 28, 2010  
Filed April 27, 2010  
Definitive Proxy Statement on Schedule 14A  
Filed May 3, 2010  
File No. 001-31420**

Dear Mr. Browning:

We have reviewed your response dated August 13, 2010 to our comment letter and have the following additional comment.

Please respond to this letter within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response.

Keith D. Browning  
CarMax, Inc.  
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Definitive Proxy Statement on Schedule 14A

Risk and Compensation Policies and Practices, page 14

1. We note your response to comment 3 in our letter dated July 27, 2010. Please briefly describe to us the summary and the risk mitigation tools employed by the Company that management and the Compensation and Personnel Committee considered in concluding that none of CarMax's compensation policies and practices creates risks that are reasonably likely to have a material adverse effect on the Company.

Please contact Ronald E. Alper, Staff Attorney, at (202) 551-3329, Brigitte Lippmann, Special Counsel, at (202) 551-3713, or me at (202) 551-3720 with any questions.

Sincerely,

H. Christopher Owings  
Assistant Director