

CASH AMERICA INTERNATIONAL INC
 Form 4
 January 25, 2008

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 *
 Goldstein Albert

2. Issuer Name and Ticker or Trading Symbol
 CASH AMERICA INTERNATIONAL INC [CSH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 200 WEST JACKSON STREET, 24TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Internet Services

CHICAGO, IL 60606

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Restricted Stock Units (Common Stock, par value \$.10) | 01/23/2008 | | A | 5,515 ⁽¹⁾ | A | \$ 0 | 8,562 | D |
| Restricted Stock Units (Common Stock, par value \$.10) | 01/23/2008 | | A | 938 ⁽²⁾ | A | \$ 0 | 9,500 | D |
| | | | | | | | 72,600 ⁽³⁾ | I |

| | | | | | | | |
|-------------------------------------|------------------------|---|--|--|--|--|----------------------|
| Common Stock, par value \$.10 | | | | | | | Holding Companies |
| Common Stock, par value \$.10 | 509,445 ⁽⁴⁾ | I | | | | | Benefit Plan |

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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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldstein Albert 200 WEST JACKSON STREET 24TH FLOOR CHICAGO, IL 60606 | | | President - Internet Services | |

Signatures

/s/ Albert
Goldstein

01/25/2008

**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).

Of the 5,515 shares, (a) 3,987 shares shall vest in 25% increments on January 31st of each of the next four years beginning on January 31,

- (1) 2009; and (b) from 0 to 100% of the remaining 1,528 shares will be eligible to vest on December 31, 2010 subject to the Issuer's achieving certain financial performance goals.
- (2) One-half of the Restricted Stock Units shall vest on January 31st of each of the next two years beginning January 31, 2009.
- (3) 15,000 of these 72,600 shares are held by ALG International LLC, of which Mr. Goldstein holds a 33% interest. The remaining 57,600 shares are held by ALG Holdings, LLC, of which Mr. Goldstein holds a 100% interest.
- (4) Includes shares acquired under the Issuer's 401(k) benefit plan since 11/15/07.

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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