

AUTONATION, INC.
Form 4
June 02, 2011

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 *
WESTFALL KEVIN P

2. Issuer Name and Ticker or Trading Symbol
AUTONATION, INC. [AN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 SW 1ST AVE, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Sales

(Street)
FORT LAUDERDALE, FL 33301

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 05/31/2011 | | M | 19,002 | A | \$ 20.94 | 30,515 | D |
| Common Stock | 05/31/2011 | | M | 998 | A | \$ 18.02 | 31,513 | D |
| Common Stock | 05/31/2011 | | S | 20,000 | D | \$ 34.8001 <u>(1)</u> | 11,513 | D |
| Common Stock | 06/01/2011 | | M | 14,002 | A | \$ 21.59 | 25,515 | D |
| Common Stock | 06/01/2011 | | M | 5,998 | A | \$ 20.94 | 31,513 | D |

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| | | | | | | | | |
|-----------------|------------|--|---|--------|---|-----------------------------|--------|---|
| Common Stock | 06/01/2011 | | S | 20,000 | D | \$ 35.0095 <u>(2)</u> | 11,513 | D |
|-----------------|------------|--|---|--------|---|-----------------------------|--------|---|

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 20.94 | 05/31/2011 | | M | 19,002 | <u>(3)</u> 09/07/2015 | Common Stock | 19,002 |
| Employee Stock Option (right to buy) | \$ 18.02 | 05/31/2011 | | M | 998 | <u>(4)</u> 03/02/2019 | Common Stock | 998 |
| Employee Stock Option (right to buy) | \$ 21.59 | 06/01/2011 | | M | 14,002 | <u>(5)</u> 08/01/2015 | Common Stock | 14,002 |
| Employee Stock Option (right to buy) | \$ 20.94 | 06/01/2011 | | M | 5,998 | <u>(3)</u> 09/07/2015 | Common Stock | 5,998 |
| Employee Stock Option (right to buy) | \$ 34.51 | 06/01/2011 | | A | 3,329 | <u>(6)</u> 03/01/2021 | Common Stock | 3,329 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTFALL KEVIN P 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301 | | | SVP - Sales | |

Signatures

/s/ Jonathan P. Ferrando,
Attorney-in-Fact

06/02/2011

**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) This transaction was executed in multiple trades at prices ranging from \$34.80 to \$34.81. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) This transaction was executed in multiple trades at prices ranging from \$35.00 to \$35.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The option, representing a right to purchase a total of 25,000 shares (as of the grant date) at an exercise price equal to \$20.94 per share, vested as to 25% of the underlying shares on each of the first, second, third and fourth anniversaries of September 7, 2005.

(4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009, subject to continuous employment with the Company.

(5) The option, representing a right to purchase a total of 52,650 shares (as of the grant date) at an exercise price equal to \$21.59 per share, vested as to 25% of the underlying shares on each of the first, second, third and fourth anniversaries of August 1, 2005.

(6) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011, subject to continuous employment with the Company.

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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