

DEBOER SIDNEY B  
Form 4  
February 06, 2019

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEBOER SIDNEY B

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/21/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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  | (A) or (D) | Price                   |                                                                                               |                                                          |                                                                                 |
| Class A Common Stock            | 01/21/2019                           |                                                    | C                              |                                                                   | 200,000 | A          | \$ 0                    | 200,000 <sup>(1)</sup>                                                                        | I                                                        | By The Sidney B. DeBoer Trust and Lithia Holding Company, L.L.C. <sup>(2)</sup> |
| Class A Common Stock            | 01/30/2019                           |                                                    | J <sup>(3)</sup>               |                                                                   | 200,000 | D          | \$ 88.53 <sup>(4)</sup> | 0 <sup>(5)</sup>                                                                              | D                                                        |                                                                                 |
| Class A                         | 01/30/2019                           |                                                    | J <sup>(3)</sup>               |                                                                   | 112,431 | A          | \$                      | 112,431 <sup>(6)</sup>                                                                        | I                                                        | By The                                                                          |

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|                            |                     |                                                                        |
|----------------------------|---------------------|------------------------------------------------------------------------|
| Common<br>Stock            | 88.53<br><u>(4)</u> | Sidney B.<br>DeBoer<br>Trust and<br>DeBoer<br>Family<br>LLC <u>(7)</u> |
| Class A<br>Common<br>Stock | 698                 | D                                                                      |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                               | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | (8)                                                                | 01/21/2019                              |                                                             | C                                    | 200,000                                                                                                   | (8)                                                            | (8)                                                                 | Class A<br>Common<br>Stock                                          | 200,000                          |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| DEBOER SIDNEY B<br>150 N. BARTLETT STREET<br>MEDFORD, OR 97501 | X                                |

## Signatures

Kevin Cundick,  
Attorney-in-Fact

02/06/2019

\_\_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) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all shares of Lithia Motors, Inc. Class A Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the inclusion of such shares in this Form 4 shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the securities shown in row 1 of column 5 of table I.

(3) Distribution by Lithia Holding Company, L.L.C. of Lithia Motors, Inc. Class A Common Stock to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC.

(4) The price shown is the value of one share of Lithia Motors, Inc. Class A Common Stock at the close of the New York Stock Exchange on January 30, 2019.

(5) Lithia Holding Company, L.L.C. distributed Lithia Motors, Inc. Class A Common Stock to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC. The shares distributed to DeBoer Family LLC are shown on the next row.

(6) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all shares of Lithia Motors, Inc. Class A Common Stock owned by DeBoer Family LLC. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the inclusion of such shares in this Form 4 shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(7) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC, which is the direct owner of the securities shown in row 3 of column 5 of table I.

(8) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

(9) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the securities shown in row 1 of column 9 of table II.

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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