

AUTONATION, INC.
Form 4
March 05, 2014

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 *
FERRANDO JONATHAN 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)
03/03/2014

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

EVP - GC, Corp Dev & HR

(Street)

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

FORT LAUDERDALE, FL 33301

(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, par value \$0.01 per share	03/05/2014		M		10,000	A	\$ 19.21 54,000
Common Stock, par value \$0.01 per share	03/05/2014		M		31,506	A	\$ 10.17 85,506
Common Stock, par value \$0.01 per share	03/05/2014		S		39,506	D	\$ 53.3647 46,000

value	<u>(2)</u>		
\$0.01 per share			
Common Stock, par value \$0.01 per share	1,767	I	By 401(k) 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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.65	03/03/2014		A	34,438	<u>(3)</u> 03/03/2024	Common Stock, par value \$0.01 per share 34,438
Employee Stock Option (right to buy)	\$ 19.21	03/05/2014		M	10,000	<u>(4)</u> 07/30/2017	Common Stock, par value \$0.01 per share 10,000
Employee Stock Option (right to buy)	\$ 10.17	03/05/2014		M	31,506	<u>(5)</u> 07/30/2018	Common Stock, par value \$0.01 per share 31,506

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FERRANDO JONATHAN P
200 SW 1ST AVE
SUITE 1600
FORT LAUDERDALE, FL 33301

EVP - GC, Corp Dev & HR

Signatures

/s/ Jonathan P.
Ferrando

03/05/2014

__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) Includes 33,000 shares owned by the reporting person and his wife as tenants by the entirety.

This transaction was executed in multiple trades at prices ranging from \$53.10 to \$53.63. 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 becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.

(4) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2007.

(5) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2008.

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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