

LITHIA MOTORS INC
 Form 4
 December 16, 2010

FORM 4

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

OMB APPROVAL

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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 *
BECKER THOMAS R

(Last) (First) (Middle)
 360 E. JACKSON ST.
 (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)
 12/15/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common | 12/15/2010 | | M | V A | Amount 1,000 Price \$ 11.81 | 43,179 | D |

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.

SEC 1474
 (9-02)

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

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| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (2001) (NDNQ) (right to buy) | \$ 11.81 | 12/15/2010 | | M | | 1,000 | | 05/26/2001 | 12/26/2010 | Class A Common | 1,000 |
| Stock Option (right to buy) | \$ 29.42 | | | | | | | 09/11/2004 | 03/11/2010 | Class A Common | 2,000 |
| Stock Option (2000) (NDNQ) (right to buy) | \$ 16.75 | | | | | | | 07/06/2000 | 01/06/2010 | Class A Common | 1,000 |
| Stock Option (2001dir) (right to buy) | \$ 19.24 | | | | | | | 06/26/2002 | 12/26/2011 | Class A Common | 1,000 |
| Stock Option (2002dr) (right to buy) | \$ 15.13 | | | | | | | 06/26/2003 | 12/26/2012 | Class A Common | 1,000 |
| Stock Option (right to buy) | \$ 26.6 | | | | | | | 07/25/2005 | 01/25/2011 | Class A Common | 2,000 |
| Stock Option (right to buy) | \$ 31.67 | | | | | | | 09/10/2006 | 03/10/2012 | Class A Common | 2,000 |
| | \$ 28.34 | | | | | | | 09/09/2007 | 03/09/2013 | | 2,000 |

| Stock Option (right to buy) | Exercise Price | Grant Date | Expiration Date | Class | Quantity |
|-----------------------------|----------------|---------------|-----------------|----------------|----------|
| Stock Option (right to buy) | \$ 9.38 | 09/10/2008 | 03/10/2014 | Class A Common | 2,000 |
| Stock Option (right to buy) | \$ 4.96 | 05/30/2009 | 09/02/2014 | Class A Common | 2,000 |
| Stock Option (right to buy) | \$ 3.225 | <u>(1)</u> | 05/01/2015 | Class A Common | 2,000 |
| Stock Option (right to buy) | \$ 7.87 | <u>(1)(2)</u> | 04/28/2016 | Class A Common | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER THOMAS R 360 E. JACKSON ST. MEDFORD, OR 97501 | X | | | |

Signatures

By: Cliff E. Spencer, Attorney in Fact for
Date: 12/15/2010

__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 option vests on the date of the next annual shareholders meeting.
- (2) These shares awarded as restricted stock units in consideration for future board services and vest on date of the next annual shareholders' meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.