

AUTONATION INC /FL
Form SC 13D/A
March 13, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 20)***

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

05329W102

(CUSIP Number)

John G. Finley, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 11, 2008

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--------------------------------------|
| | 7. | Sole Voting Power
48,794,770 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
48,794,770 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
37.2%
 14. Type of Reporting Person (See Instructions)
PN

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Institutional Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
221,701
 8. Shared Voting Power
0
 9. Sole Dispositive Power
221,701
 10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
37.2%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Investors, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
9,378,346
 8. Shared Voting Power
0
 9. Sole Dispositive Power
9,378,346
 10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)
37.2%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Investments, Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|------------|
| | 7. | Sole Voting Power | 66,562,151 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 66,562,151 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
37.2%
 14. Type of Reporting Person (See Instructions)
CO

CUSIP No. **05329W102**

- | | |
|-----|--|
| 1. | Names of Reporting Persons
CBL Partners, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input checked="" type="checkbox"/> x
(b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
N/A |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
5,712,083 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
5,712,083 |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11)
37.2% |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **05329W102**

1. Names of Reporting Persons
Tynan, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC use only
 4. Source of funds
N/A
 5. Check box if disclosure of legal proceedings is required pursuant to item 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|---------------------------------|
| 7. | Sole Voting Power
2,406 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
2,406 |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check box if the aggregate amount in row (11) excludes certain shares o
 13. Percent of class represented by amount in row (11)

37.2%
 14. Type of Reporting Person (See Instructions)
OO

CUSIP No. **05329W102**

1. Names of Reporting Persons
ESL Investment Management, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC use only
 4. Source of funds
N/A
 5. Check box if disclosure of legal proceedings is required pursuant to item 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--|----------------------------------|
| | 7. | | Sole Voting Power
61,964 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | | Shared Voting Power
0 |
| | 9. | | Sole Dispositive Power
61,964 |
| | 10. | | Shared Dispositive Power
0 |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521 | |
12. Check box if the aggregate amount in row (11) excludes certain shares o
 13. Percent of class represented by amount in row (11)

37.2%
 14. Type of Reporting Person (See Instructions)
PN

CUSIP No. **05329W102**

1. Names of Reporting Persons
RBS Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC use only
 4. Source of funds
N/A
 5. Check box if disclosure of legal proceedings is required pursuant to item 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------------------|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
60,628,367 | |
| | 8. | Shared Voting Power
0 | |
| | 9. | Sole Dispositive Power
60,628,367 | |
| | 10. | Shared Dispositive Power
0 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check box if the aggregate amount in row (11) excludes certain shares o
 13. Percent of class represented by amount in row (11)

37.2%
 14. Type of Reporting Person (See Instructions)
PN

CUSIP No. **05329W102**

1. Names of Reporting Persons
RBS Investment Management, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
221,701 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
221,701 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
37.2%
 14. Type of Reporting Person (See Instructions)
OO

CUSIP No. **05329W102**

1. Names of Reporting Persons
Edward S. Lampert
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | |
|---|-----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
66,754,115 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
66,754,115 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
37.2%
 14. Type of Reporting Person (See Instructions)
IN

CUSIP No. **05329W102**

1. Names of Reporting Persons
William C. Crowley
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | |
|---|-----|-----------------------------------|
| | 7. | Sole Voting Power
172,406 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
172,406 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
66,926,521
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
37.2%
 14. Type of Reporting Person (See Instructions)
IN

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This Amendment No. 20 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (Shares), of AutoNation, Inc. (the Issuer). This Amendment No. 20 supplementally amends the statement on Schedule 13D, as amended, filed by a group consisting of ESL Partners, L.P., a Delaware limited partnership (ESL), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), ESL Investments, Inc. (Investments), CBL Partners, L.P., a Delaware limited partnership (CBL), Tynan, LLC (Tynan), ESL Investment Management, L.P., a Delaware limited partnership (ESLIM), RBS Partners, L.P., a Delaware limited partnership (RBS), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), Edward S. Lampert, and William C. Crowley, both United States citizens, by furnishing the information set forth below. ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined in this Amendment as the Filing Persons. Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 20 to report that the number of Shares that they may be deemed to beneficially own has increased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is supplemented as follows:

In open market purchases on March 7, 2008, March 10, 2008 and March 11, 2008, ESL acquired an aggregate of 1,717,548 shares for aggregate consideration of approximately \$24,079,908 using working capital. In open market purchases on March 7, 2008, March 10, 2008 and March 11, 2008, an account established by the investment member of Investors acquired 327,152 shares for aggregate consideration of approximately \$4,586,649 using working capital.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 66,926,521 Shares (approximately 37.2% of the outstanding Shares based on the Issuer having 180,018,415 Shares outstanding on February 26, 2008, as disclosed in the Issuer's last annual report on Form 10-K).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	66,926,521 (1)	37.2%	48,794,770	0	48,794,770	0

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ESL Institutional Partners, L.P.	66,926,521 (1)	37.2%	221,701	0	221,701	0
ESL Investors, L.L.C.	66,926,521 (1)	37.2%	9,378,346	0	9,378,346	0
ESL Investments, Inc.	66,926,521 (1)	37.2%	66,562,151 (2)	0	66,562,151 (2)	0
CBL Partners, L.P.	66,926,521 (1)	37.2%	5,712,083	0	5,712,083	0
Tynan, LLC	66,926,521 (1)	37.2%	2,406	0	2,406	0
ESL Investment Management, L.P.	66,926,521 (1)	37.2%	61,964	0	61,964	0

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RBS Partners, L.P.	66,926,521 (1)	37.2%	60,628,367 (3)	0	60,628,367 (3)	0
RBS Investment Management, L.L.C.	66,926,521 (1)	37.2%	221,701 (4)	0	221,701 (4)	0
Edward S. Lampert	66,926,521 (1)	37.2%	66,754,115 (5)	0	66,754,115 (5)	0
William C. Crowley	66,926,521 (1)	37.2%	172,406 (6)	0	172,406 (6)	0

(1) **This number consists of 48,794,770 Shares held by ESL, 221,701 Shares held by Institutional, 9,378,346 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 2,406 Shares held by Tynan, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS, 130,000 Shares held by Mr. Lampert and 170,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.**

(2) **This number consists of 48,794,770 Shares held by ESL, 221,701 Shares held by Institutional, 9,378,346 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL and 2,455,251 Shares held by RBS.**

(3) **This number consists of 48,794,770 Shares held by ESL, 9,378,346 Shares held in an account established by the investment member of Investors and 2,455,251 Shares held by RBS.**

(4) **This number consists of 221,701 Shares held by Institutional.**

(5) **This number consists of 48,794,770 Shares held by ESL, 221,701 Shares held by Institutional, 9,378,346 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS and 130,000 Shares held by Mr. Lampert.**

(6) **This number consists of 2,406 Shares held by Tynan and 170,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.**

(c) **Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons since March 5, 2008, the date of the last Amendment on Schedule 13D by the Filing Persons.**

(d) **Not applicable.**

(e) **Not applicable.**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2008

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot
Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot
Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its manager

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot
Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ullyot
Name: Theodore W. Ullyot
Title: EVP & General Counsel

CBL PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

TYNAN, LLC

By: /s/ William C. Crowley
Name: William C. Crowley
Title: Member

ESL INVESTMENT MANAGEMENT, L.P.

By: ESL INVESTMENT MANAGEMENT (GP), L.L.C.,
its
general partner

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Managing Member

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ulyot
Name: Theodore W. Ulyot
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert
Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley
William C. Crowley

ANNEX A

**RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF
AUTONATION, INC.**

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	3/7/2008	open market purchase	2,772(1)\$	13.84
ESL Partners, L.P.	3/7/2008	open market purchase	5,628(1)\$	13.86
ESL Partners, L.P.	3/7/2008	open market purchase	924(1)\$	13.87
ESL Partners, L.P.	3/7/2008	open market purchase	420(1)\$	13.88
ESL Partners, L.P.	3/7/2008	open market purchase	1,260(1)\$	13.92
ESL Partners, L.P.	3/7/2008	open market purchase	840(1)\$	13.96
ESL Partners, L.P.	3/7/2008	open market purchase	68,712(1)\$	13.97
ESL Partners, L.P.	3/7/2008	open market purchase	336(1)\$	13.98
ESL Partners, L.P.	3/7/2008	open market purchase	2,604(1)\$	13.99
ESL Partners, L.P.	3/7/2008	open market purchase	142,380(1)\$	14.00
ESL Partners, L.P.				