#### Edgar Filing: GRUSKY ROBERT R - Form 4

#### GRUSKY ROBERT R

Form 4

December 12, 2012

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GRUSKY ROBERT R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AUTONATION, INC. [AN] (Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Other (specify Officer (give title

200 SW 1ST AVE, SUITE 1600

(Street)

12/10/2012

(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT LAUDERDALE, FL 33301

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti oror Dispose (Instr. 3, 4)	ed of (	` ′	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)
Common Stock, par value \$0.01 per share	12/10/2012		M	23,134	` ´	\$ 20.78	29,584 (1)	D	
Common Stock, par value \$0.01 per share	12/10/2012		S	23,134	D	\$ 39.5606 (2)	6,450 <u>(1)</u>	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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 (right to buy)	\$ 20.78	12/10/2012		M		23,134	05/09/2007	05/09/2017	Common Stock, par value \$0.01 per share	23,134

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRUSKY ROBERT R 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301

X

# Signatures

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

12/12/2012

\*\*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).
- The reporting person ("Mr. Grusky") is a limited partner in ESL Partners, L.P. ("ESL Partners"), which together with various of its affiliates owns common stock of the issuer. As a limited partner, Mr. Grusky is not deemed to have a reportable interest in common stock of the issuer held by ESL Partners, and Mr. Grusky disclaims beneficial ownership of the common stock of the issuer held by ESL Partners, except to the extent of his pecuniary interest therein.
- This transaction was executed in multiple trades at prices ranging from \$39.53 to \$39.58. 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.

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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.