

LITHIA MOTORS INC
Form 4
May 04, 2009

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 *
BECKER THOMAS R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
360 E. JACKSON ST.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2009

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

MEDFORD, OR 97501

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	04/30/2009		A		4,832	A	\$ 0
Class A Common	05/01/2009		P		3,000	A	\$ 2.95
Class A Common	05/01/2009		A ⁽¹⁾		11,130	A	\$ 0

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.23	05/01/2009		A		2,000		(2)	05/01/2015	Class A Common	2,000
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 (2001) (NDNQ)	\$ 11.81							05/26/2001	12/26/2010	Class A Common	1,000

(right to buy)

Stock Option (right to buy)	\$ 31.67	09/10/2006	03/10/2012	Class A Common	2,000
Stock Option (right to buy)	\$ 28.34	09/09/2007	03/09/2013	Class A Common	2,000
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

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: 05/04/2009

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