LITHIA MOTORS INC

Form 4 March 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock Class A

Stock

03/09/2015

03/10/2015

(Print or Type Responses)

1. Name and A North John	Symbol	2. Issuer Name and Ticker or Trading Symbol LITHIA MOTORS INC [LAD]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M		3. Date of Earliest Transaction				(Check all applicable)				
(Edst)	(1131)	(Month/D		ansaction			Director	10%	Owner		
150 N. BAF	`	03/09/2015				X Officer (give title Other (specify below) VP Finance / CAO					
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mor	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
MEDFORD						Person					
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative :	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit			5. Amount of	6. Ownership			
` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `		Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct			
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and :	5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Wionan Bay/ Tear)	(msu. o)				Following	(Instr. 4)	(Instr. 4)		
					(A) or		Reported Transaction(s) (Instr. 3 and 4)				
Class A			Code V	Amount	(D)	Price	,				
Class A						\$					

736 (1) D

708 (1) D

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

F

F

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SEC 1474

(9-02)

17,674

16,966

D

D

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Exe (Instr. 3) Price of Deriva		or Exercise Price of Derivative Security	Exercise ce of civative	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve es d		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

North John F

150 N. BARTLETT VP Finance / CAO

MEDFORD, OR 97501

Signatures

By: Larissa McAlister, 03/11/2015 Attorney-in-Fact

**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) Shares were withheld by the issuer to cover withholding taxes upon vesting of restricted stock units.

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.

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