AUTONATION, INC.

Form 4

February 08, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FERRANDO JONATHAN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTONATION, INC. [AN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Mid		(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
200 SW 1ST A	VE, SUITE	1600	02/04/2011	_X_ Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
FORT LAUDE	RDALE, FI	L 33301	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ole I - Non-	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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	02/04/2011		M	27,200	A	\$ 17	58,200	D (1)			
Common Stock	02/04/2011		M	112,800	A	\$ 16.77	171,000	D (1)			
Common Stock	02/04/2011		S	138,000	D	\$ 30.7185 (2)	33,000	D (1)			
Common Stock	02/07/2011		M	5,361	A	\$ 16.77	38,361	D (1)			
Common Stock	02/07/2011		S	5,361	D	\$ 31.7587	33,000	D (1)			

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			Persons who respond to the collection of information contained in this form are not required to respond unless the form					SEC 1474 (9-02)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
Common Stock						1,767	I	By 401(k) Plan	
Common Stock	02/08/2011	S	4,639	D	\$ 31.75	33,000	D (1)		
Common Stock	02/08/2011	M	4,639	A	\$ 16.77	37,639	D (1)		
					(3)				

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

number.

displays a currently valid OMB control

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 Number Shares
Employee Stock Option (right to buy)	\$ 17	02/04/2011		M	27,200	<u>(4)</u>	07/28/2013	Common Stock	27,200
Employee Stock Option (right to buy)	\$ 16.77	02/04/2011		M	112,800	<u>(5)</u>	07/27/2014	Common Stock	112,80
Employee Stock Option (right to buy)	\$ 16.77	02/07/2011		M	5,361	<u>(5)</u>	07/27/2014	Common Stock	5,361
Employee Stock Option (right to buy)	\$ 16.77	02/08/2011		M	4,639	(5)	07/27/2014	Common Stock	4,639

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERRANDO JONATHAN P 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301

EVP, Gen Counsel & Secretary

# **Signatures**

/s/ Jonathan P. 02/08/2011 Ferrando

\*\*Signature of Reporting Date
Person

# **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) 28,000 shares are owned by the Reporting Person and his wife as tenants by the entirety.
- This transaction was executed in multiple trades at prices ranging from \$30.50 to \$31.06. 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.
- This transaction was executed in multiple trades at prices ranging from \$31.75 to \$31.79. 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.
- (4) The option, representing a right to purchase a total of 77,200 shares (as of the grant date) at an exercise price equal to \$17.00 per share, vested as to 25% of the underlying shares on each of July 28, 2004, July 28, 2005, July 28, 2006 and July 28, 2007.
- (5) The option, representing a right to purchase a total of 175,600 shares (as of the grant date) at an exercise price equal to \$16.77 per share, vested as to 25% of the underlying shares on each of July 27, 2005, July 27, 2006, July 27, 2007 and July 27, 2008.

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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