

BENDER JAMES R  
Form 4  
March 05, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENDER JAMES R**

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AUTONATION, INC. [AN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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                                                                                         |                                                          |                                   |
| Common Stock, par value \$0.01 per share | 03/01/2019                           |                                                    | M                              |                                                                   | 1,509  | A          | 11                                                                                            | 4,682                                                    | D                                 |
| Common Stock, par value \$0.01 per share | 03/01/2019                           |                                                    | M                              |                                                                   | 1,144  | A          | 11                                                                                            | 5,826                                                    | D                                 |
| Common Stock, par value \$0.01 per share | 03/01/2019                           |                                                    | F                              |                                                                   | 1,100  | D          | \$ 34.89                                                                                      | 4,726                                                    | D                                 |

# Edgar Filing: BENDER JAMES R - Form 4

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. 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                                             |
| Restricted Stock Units                     | (1)                                                    | 03/01/2019                           |                                                    | M                              | 1,509                                                                                   | (2) (2)                                                  | Common Stock, par value \$0.01 per share                      | 1,509 \$                                                    |
| Restricted Stock Units                     | (1)                                                    | 03/01/2019                           |                                                    | M                              | 1,144                                                                                   | (3) (3)                                                  | Common Stock, par value \$0.01 per share                      | 1,144 \$                                                    |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |            |       |
|-----------------------------------------------------------------------------|---------------|-----------|------------|-------|
|                                                                             | Director      | 10% Owner | Officer    | Other |
| BENDER JAMES R<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 |               |           | EVP, Sales |       |

## Signatures

/s/ C. Coleman Edmunds,  
Attorney-in-Fact

03/05/2019

\_\_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) The restricted stock units converted into shares of AutoNation common stock on a one-for-one basis.

The reporting person received a grant of 6,034 restricted stock units on March 1, 2017, subject to stockholder approval of the AutoNation, Inc. 2017 Employee Equity and Incentive Plan, which was obtained on April 19, 2017. The restricted stock units vest in 25% annual

- (2) increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

The reporting person received a grant of 4,576 restricted stock units on March 1, 2018. The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2018, subject to continued employment with the registrant. Each restricted

- (3) stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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