

AUTONATION INC /FL
Form 4
May 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
ESL INVESTMENTS INC

2. Issuer Name and Ticker or Trading Symbol
AUTONATION INC /FL [AN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 GREENWICH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

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

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 05/01/2006 | | S | | 378,999 | D | \$ 22.5 | 36,851,402 | I | See footnotes (1) (7) |
| Common Stock, par value \$0.01 per share | 05/01/2006 | | S | | 2,564 | D | \$ 22.5 | 249,330 | I | See footnotes (2) (7) |
| Common Stock, par value \$0.01 per share | 05/01/2006 | | S | | 127,537 | D | \$ 22.5 | 12,400,904 | I | See footnotes |

| | | | | | | | | | |
|--|--|--|--|--|-----------|---|---------|--|-----------------------------|
| value \$0.01 per share | | | | | | | | | (3) (7) |
| Common Stock, par value \$0.01 per share | | | | | 6,489,980 | I | | | See footnotes (4) (7) |
| Common Stock, par value \$0.01 per share | | | | | 70,403 | I | | | See footnotes (5) (7) |
| Common Stock, par value \$0.01 per share | | | | | 134,102 | D | (6) (7) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | | |
|---|---|---|
| ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830 | X | |
| ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830 | X | |
| ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830 | X | |
| ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830 | X | |
| RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830 | X | |
| RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVE GREENWICH, CT 06830 | X | |
| LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830 | X | X |

Signatures

Theodore W. Ulyot, EVP & General Counsel (See signatures of Reporting Persons as Exhibit 99.1)

05/03/2006

 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 of common stock, par value \$0.01 per share ("Shares"), of AutoNation, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (3) These Shares are held by ESL Investors, L.L.C. ("Investors").
- (4) These Shares are held by CBL Partners, L.P. ("CBL").
- (5) These Shares are held by ESL Investment Management, LLC ("ESLIM").
- (6) These Shares are held by ESL Investments, Inc. ("Investments").
- (7) This Form 4 is filed on behalf of Partners, Institutional, Investors, Investments, RBS Partners, L.P. ("RBS"), RBS Investment Management, LLC ("RBSIM") and Edward S. Lampert. RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of ESLIM.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its

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pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

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.