

AUTONATION, INC.
Form 5
February 12, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CROWLEY WILLIAM C

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600
(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 12/31/2012 | ^ | G ⁽¹⁾ | 38,028 D \$ 0 | 38,028 | I | See footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | ^ | ^ | ^ | ^ ^ ^ | 45,045 | D | ^ |
| Common Stock, par | ^ | ^ | ^ | ^ ^ ^ | 5,363 | I | See footnote ⁽³⁾ |

value \$0.01
per share

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

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SEC 2270
(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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWLEY WILLIAM C 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301 | Â X | Â | Â | Â |

Signatures

/s/ William C. Crowley
02/12/2013
**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).
On December 26, 2012, Mr. Crowley transferred 33,982 shares that he previously held directly and 4,046 shares that he previously held indirectly through Tynan, LLC, a limited liability company of which Mr. Crowley is the manager and a member, to CRK Family LLC, a limited liability company of which Mr. Crowley was the sole member at the time of such transfers. On December 31, 2012, Mr. Crowley transferred all of his ownership interests in CRK Family LLC to three separate trusts for the benefit of his children.
- (2) These shares are held by CRK Family LLC. Mr. Crowley disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that he is the beneficial owner of the shares for purposes of Section 16 or for any other purpose.

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(3) These shares are held by Tynan, LLC.

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