

AUTONATION, INC.
Form 4
June 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
Stephan Michael J

(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)
06/02/2014

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)
VP - Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	06/02/2014		F		443 D \$ 57.44	4,479	D
Common Stock, par value \$0.01 per share	06/03/2014		M		421 A \$ 18.2	4,900	D
Common Stock, par value \$0.01 per share	06/03/2014		M		421 A \$ 19.64	5,321	D

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Common Stock, par value \$0.01 per share	06/03/2014	M	421	A	\$ 23.21	5,742	D
Common Stock, par value \$0.01 per share	06/03/2014	M	421	A	\$ 26.49	6,163	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 32.5	6,455	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 34.51	6,747	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 40.37	7,039	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 35.99	7,331	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 34.09	7,597	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 35	7,863	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 41.16	8,129	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 38.63	8,395	D
Common Stock, par value \$0.01 per share	06/03/2014	S	3,916	D	\$ 57.25	4,479	D
	06/04/2014	S	1,170	D	\$ 57.5	3,309	D

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Common
Stock, par
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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(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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 57.44	06/02/2014		A	965	<u>(1)</u> 03/03/2024	Common Stock, par value \$0.01 per share	965
Employee Stock Option (right to buy)	\$ 18.2	06/03/2014		M	421	<u>(2)</u> 03/01/2020	Common Stock, par value \$0.01 per share	421
Employee Stock Option (right to buy)	\$ 19.64	06/03/2014		M	421	<u>(2)</u> 03/01/2020	Common Stock, par value \$0.01 per share	421
Employee Stock Option (right to buy)	\$ 23.21	06/03/2014		M	421	<u>(2)</u> 03/01/2020	Common Stock, par value \$0.01 per share	421
	\$ 26.49	06/03/2014		M	421	<u>(2)</u> 03/01/2020		421

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Employee Stock Option (right to buy)								Common Stock, par value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 32.5	06/03/2014	M	292	<u>(3)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 34.51	06/03/2014	M	292	<u>(3)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 40.37	06/03/2014	M	292	<u>(3)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 35.99	06/03/2014	M	292	<u>(3)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 34.09	06/03/2014	M	266	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	266	
Employee Stock Option (right to buy)	\$ 35	06/03/2014	M	266	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	266	
Employee Stock Option (right to buy)	\$ 41.16	06/03/2014	M	266	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	266	
Employee Stock Option (right to buy)	\$ 38.63	06/03/2014	M	266	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	266	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephan Michael J 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301			VP - Corporate Controller	

Signatures

/s/ Jonathan P. Ferrando, 06/04/2014
 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) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.
 - (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010, subject to continuous employment with the Company.
 - (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011, subject to continuous employment with the Company.
 - (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the Company.

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.