

RBS INVESTMENT MANAGEMENT LLC
 Form 4
 November 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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 *
LAMPERT EDWARD S

(Last) (First) (Middle)

1170 KANE CONCOURSE, SUITE 200

(Street)

BAY HARBOR, FL 33154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
11/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, par value \$0.01 per share	11/26/2012		J ⁽¹⁾	9,317,556 D \$ 0	22,251,306	I	See Footnotes (2) (3) (4) (5) (6)
Common Stock, par value \$0.01 per share					1,833,384	I	See Footnotes (2) (3) (4) (5) (7)
Common Stock, par					2,357,832	I	See Footnotes

value \$0.01 per share									<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share					6,417		I		See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share					4,995,402		I		See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share					18,570,383		D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	

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.

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 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

LAMPERT EDWARD S 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X
ESL PARTNERS, L.P. 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X
SPE II Partners, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X
SPE Master II, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X
RBS PARTNERS L P /CT 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X
ESL INSTITUTIONAL PARTNERS LP 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X
RBS INVESTMENT MANAGEMENT LLC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR, FL 33154	X
ESL INVESTMENTS INC 1170 KANE CONCOURSE SUITE 200 BAY HARBOR, FL 33154	X

Signatures

EDWARD S. LAMPERT, /s/ Edward S. Lampert	11/28/2012
__Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert , Title: Chief Executive Officer	11/28/2012
__Signature of Reporting Person	Date
SPE II PARTNERS, LP, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	11/28/2012
__Signature of Reporting Person	Date
SPE MASTER II, LP, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer	11/28/2012
__Signature of Reporting Person	Date

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RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer 11/28/2012
**Signature of Reporting Person Date

ESL INSTITUTIONAL PARTNERS, L.P., By: RBS Investment Management, L.L.C., Its: General Partner, By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer 11/28/2012
**Signature of Reporting Person Date

RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer 11/28/2012
**Signature of Reporting Person Date

ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer 11/28/2012
**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) Represents shares of common stock of AutoNation, Inc. (the "Issuer") that were distributed by ESL Partners, L.P. ("Partners") on a pro rata basis to limited partners that elected to redeem all or a portion of their interest in Partners in 2012.
This statement is jointly filed by and on behalf of each of Edward S. Lampert, Partners, SPE II Partners, LP ("SPE II"), SPE Master II, LP ("SPE Master II"), RBS Partners, L.P. ("RBS"), ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM") and ESL Investments, Inc. ("ESL"). Mr. Lampert, Partners, SPE II, SPE Master II, Institutional and CBL Partners, L.P. ("CBL") are the direct beneficial owners of the securities covered by this statement.
- (2) RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners, SPE II and SPE Master II. RBSIM is the general partner of, and may be deemed to beneficially own securities owned by, Institutional. ESL is the general partner of RBS, the general partner of CBL and the manager of RBSIM. ESL may be deemed to beneficially own securities owned by RBS, CBL and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
- (3) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
- (4) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- (5) Represents shares directly beneficially owned by Partners.
- (6) Represents shares directly beneficially owned by SPE II.
- (7) Represents shares directly beneficially owned by SPE Master II.
- (8) Represents shares directly beneficially owned by Institutional.
- (9) Represents shares directly beneficially owned by CBL.
- (10)

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

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Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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.