

LITHIA MOTORS INC
 Form 4
 February 11, 2005

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 *
DEBOER SIDNEY B

(Last) (First) (Middle)
 360 E. JACKSON ST.
 (Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/09/2005

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)
Chairman and CEO

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)
				(A) or (D) Price			
Class A Common					35,445	D	
Class A Common					10,147	I	By 401(k)
Class A Common					280	I	By Spouse in Joint Ownership with Mother ⁽¹⁾
Class A Common					89,500	I	Deboer Family,

LLC (2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.58	02/09/2005		A		20,001		02/09/2010	02/09/2011	Class A Common	20,000
Class B Common	\$ 0							<u>(3)</u>	<u>(3)</u>	Class A Common	3,762,200
Stock Option (2000sd) (NQ) (right to buy)	\$ 16.75							<u>(5)</u>	01/06/2010	Class A Common	22,010
Stock Option (2002nq) (right to buy)	\$ 15.13							12/26/2007	12/26/2012	Class A Common	16,000
Stock Option (right to buy)	\$ 29.42							03/11/2009	03/11/2010	Class A Common	16,000
Stock Option (2001) (ISO)	\$ 12.99							12/26/2000	12/26/2005	Class A Common	7,490

(right to purchase)

Stock Option (2001) (NQ)	\$ 1	12/26/2005	12/26/2010	Class A Common	16,000
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(right to buy)

Stock Option (2001nq)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	16,000
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(right to buy)

Stock Option (2001sd) (NQ)	\$ 11.81	(6)	12/26/2010	Class A Common	31,780
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(right to purchase)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501	X	X	Chairman and CEO	

Signatures

By: Cliff E. Spencer, Attorney in Fact for
Date: 02/10/2005

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 are beneficially owned by reporting person's Mother-in-law in a joint account with reporting person's spouse and reporting person disclaims any beneficial ownership of these shares
- (2) Sidney B. DeBoer is the trustee of the Sidney B. DeBoer Trust, which is the owner of a majority interest in the LLC and is the sole manager of the LLC
- (3) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (4) Mr. DeBoer, through DeBoer Family, LLC, of which he is the sole manager, owns a majority interest in Lithia Holding Company, LLC, of which he is also the sole manager; and he has elected to report all Class B Common Stock owned by the Lithia Holding Company, LLC as being beneficially owned by him.
- (5) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (6) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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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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