

AUTONATION, INC.
Form 4
July 24, 2012

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 *
JACKSON MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 SW 1ST AVE, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2012

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

(Street)
FORT LAUDERDALE, FL 33301

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

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 07/20/2012 | | M | | 110,000 | A | \$ 20.08 | 194,463 | D |
| Common Stock, par value \$0.01 per share | 07/20/2012 | | M | | 16,603 | A | \$ 9.92 | 211,066 | D |
| Common Stock, par | 07/20/2012 | | M | | 49,809 | A | \$ 16.99 | 260,875 | D |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

07/20/2012 S 176,412 D 39.8115 84,463 D
(1)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 20.08 | 07/20/2012 | | M | 110,000 | <u>(2)</u> 07/31/2016 | Common Stock, par value \$0.01 per share 110,000 |
| Employee Stock Option (right to buy) | \$ 9.92 | 07/20/2012 | | M | 16,603 | <u>(3)</u> 03/02/2019 | Common Stock, par value \$0.01 per share 16,603 |
| Employee Stock Option (right to buy) | \$ 16.99 | 07/20/2012 | | M | 49,809 | <u>(4)</u> 03/02/2019 | Common Stock, par value \$0.01 per share 49,809 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

JACKSON MICHAEL J
200 SW 1ST AVE
SUITE 1600
FORT LAUDERDALE, FL 33301

X

Chairman
and CEO

Signatures

/s/ Jonathan P. Ferrando,
Attorney-in-Fact

07/24/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$39.62 to \$40.62. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 31, 2006.

(3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

(4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

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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