

AUTONATION, INC.
Form 4
August 02, 2013

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)
08/01/2013

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	08/01/2013		M ⁽¹⁾		351	A	\$ 9.92 5,272	D
Common Stock, par value \$0.01 per share	08/01/2013		M ⁽¹⁾		351	A	\$ 16.99 5,623	D
Common Stock, par value \$0.01 per share	08/01/2013		M ⁽¹⁾		351	A	\$ 18.02 5,974	D

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Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	351	A	\$ 17.7	6,325	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	420	A	\$ 18.2	6,745	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	420	A	\$ 19.64	7,165	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	420	A	\$ 23.21	7,585	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	420	A	\$ 26.49	8,005	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	292	A	\$ 32.5	8,297	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	292	A	\$ 34.51	8,589	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	584	A	\$ 40.37	9,173	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	292	A	\$ 35.99	9,465	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	265	A	\$ 34.09	9,730	D
Common Stock, par value \$0.01 per share	08/01/2013	<u>M</u> ⁽¹⁾	265	A	\$ 35	9,995	D
	08/01/2013	<u>M</u> ⁽¹⁾	265	A		10,260	D

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Common Stock, par value \$0.01 per share						\$				41.16
Common Stock, par value \$0.01 per share	08/01/2013		M ⁽¹⁾	265	A	\$	38.63	10,525		D
Common Stock, par value \$0.01 per share	08/01/2013		S ⁽¹⁾	6,891	D	\$	48.2	3,634		D

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. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.92	08/01/2013		M	351	<u>(2)</u>	03/02/2019	Common Stock, par value \$0.01 per share	351
Employee Stock Option (right to buy)	\$ 16.99	08/01/2013		M	351	<u>(2)</u>	03/02/2019	Common Stock, par value \$0.01 per share	351
Employee Stock Option	\$ 18.02	08/01/2013		M	351	<u>(2)</u>	03/02/2019	Common Stock, par value	351

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(right to buy)								\$0.01 per share	
Employee Stock Option (right to buy)	\$ 17.7	08/01/2013	M	351	<u>(2)</u>	03/02/2019	Common Stock, par value \$0.01 per share	351	
Employee Stock Option (right to buy)	\$ 18.2	08/01/2013	M	420	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	420	
Employee Stock Option (right to buy)	\$ 19.64	08/01/2013	M	420	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	420	
Employee Stock Option (right to buy)	\$ 23.21	08/01/2013	M	420	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	420	
Employee Stock Option (right to buy)	\$ 26.49	08/01/2013	M	420	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	420	
Employee Stock Option (right to buy)	\$ 32.5	08/01/2013	M	292	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 34.51	08/01/2013	M	292	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 40.37	08/01/2013	M	584	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	584	
Employee Stock Option (right to buy)	\$ 35.99	08/01/2013	M	292	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	

buy)							share	
Employee Stock Option (right to buy)	\$ 34.09	08/01/2013	M	265	<u>(5)</u>	03/01/2022	Common Stock, par value \$0.01 per share	265
Employee Stock Option (right to buy)	\$ 35	08/01/2013	M	265	<u>(5)</u>	03/01/2022	Common Stock, par value \$0.01 per share	265
Employee Stock Option (right to buy)	\$ 41.16	08/01/2013	M	265	<u>(5)</u>	03/01/2022	Common Stock, par value \$0.01 per share	265
Employee Stock Option (right to buy)	\$ 38.63	08/01/2013	M	265	<u>(5)</u>	03/01/2022	Common Stock, par value \$0.01 per share	265

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,
Attorney-in-Fact

08/02/2013

__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).

Transaction completed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2013 and previously described in a Form 8-K filed by AutoNation, Inc. on June 14, 2013 (such plan, the "Plan"). Effective as of the completion of the transactions disclosed in this Form 4, the Plan has been completely executed.

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

(2) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010, subject to continuous employment with the Company.

(3)

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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.

- (5) 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.

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