

AUTONATION, INC.
 Form 4
 November 22, 2013

FORM 4

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

OMB APPROVAL

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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

 (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)
11/21/2013

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	11/21/2013		M		52,678	A	\$ 20.08
					137,141		
Common Stock, par value \$0.01 per share	11/21/2013		M		22,357	A	\$ 10.17
					159,498		
Common Stock, par	11/21/2013		M		2,856	A	\$ 9.92
					162,354		

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21/2013 M 2,000 A \$ 16.99 164,354 D

Common
Stock, par
value
\$0.01 per
share

11/21/2013 M 9,703 A \$ 18.02 174,057 D

Common
Stock, par
value
\$0.01 per
share

11/21/2013 S 59,594 D \$
49.0458 114,463 D
(1)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.08	11/21/2013		M	52,678	<u>(2)</u> 07/31/2016	Common Stock, par value \$0.01 per share 52,678
Employee Stock Option (right to	\$ 10.17	11/21/2013		M	22,357	<u>(3)</u> 07/30/2018	Common Stock, par value \$0.01 per 22,357

buy)								share	
Employee Stock Option (right to buy)	\$ 9.92	11/21/2013	M	2,856	(4)	03/02/2019	Common Stock, par value \$0.01 per share	2,856	
Employee Stock Option (right to buy)	\$ 16.99	11/21/2013	M	2,000	(4)	03/02/2019	Common Stock, par value \$0.01 per share	2,000	
Employee Stock Option (right to buy)	\$ 18.02	11/21/2013	M	9,703	(4)	03/02/2019	Common Stock, par value \$0.01 per share	9,703	

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

11/22/2013

**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).

- This transaction was executed in multiple trades at prices ranging from \$48.56 to \$49.2855. The price reported above reflects the
- (1) weighted 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 became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2008.
 - (4) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

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