

LITHIA HOLDING CO LLC
 Form 4/A
 March 27, 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 *
 LITHIA HOLDING CO LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2012

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

MEDFORD, OR 97501

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/15/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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
Class A Common	03/13/2012		C		48,900	A	\$ 0
Class A Common	03/13/2012		S		26,300	D	\$ 25.51
Class A Common	03/13/2012		S		900	D	\$ 25.5
Class A Common	03/13/2012		S		20,668	D	\$ 25.52
Class A Common	03/13/2012		S		1,032	D	\$ 25.55
Class A Common	03/13/2012		S		0	D	\$ 0

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