

ESL INVESTORS LLC  
 Form 4  
 September 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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	08/31/2011		S		265,054	D	\$ 40.88 (1)
							43,852,277
Common Stock, par value \$0.01 per share	09/01/2011		S		100,959	D	\$ 40.72 (3)
							43,751,318
Common Stock, par	08/31/2011		S		25	D	\$ 40.88
							6,679

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value \$0.01 per share				(1)				(4) (9)
Common Stock, par value \$0.01 per share	09/01/2011	S	9	D	\$ 40.72 (3)	6,670	I	See Footnotes (4) (9)
Common Stock, par value \$0.01 per share	08/31/2011	S	19,188	D	\$ 40.88 (1)	5,200,966	I	See Footnotes (5) (9)
Common Stock, par value \$0.01 per share	09/01/2011	S	7,309	D	\$ 40.72 (3)	5,193,657	I	See Footnotes (5) (9)
Common Stock, par value \$0.01 per share	08/31/2011	S	12,106	D	\$ 40.88 (1)	18,498,162	D (6) (9)	
Common Stock, par value \$0.01 per share	09/01/2011	S	4,611	D	\$ 40.72 (3)	18,493,551	D (6) (9)	
Common Stock, par value \$0.01 per share						12,882,401	I	See Footnotes (7) (9)
Common Stock, par value \$0.01 per share						18,133	I	See Footnotes (8) (9)

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)**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830		X		

## Signatures

/s/ EDWARD S. LAMPERT	09/02/2011
_____ **Signature of Reporting Person	Date
ESL INVESTMENTS, INC., By: /s/ Adrian J. Maizey, Chief Financial Officer	09/02/2011
_____ **Signature of Reporting Person	Date
RBS PARTNERS, L.P., By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	09/02/2011
_____ **Signature of Reporting Person	Date
ESL PARTNERS, L.P., By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	09/02/2011

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\_\_Signature of Reporting Person

Date

ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer

09/02/2011

\_\_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) This price represents the approximate weighted average price per share of common stock of AutoNation, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$40.70 to \$41.09 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full in-formation regarding the number of Shares sold at each price.

(2) These Shares are held by ESL Partners, L.P. ("Partners").

(3) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$40.70 to \$40.93 per Share. The Reporting Persons undertake to provide, upon re-quest by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

(4) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").

(5) These Shares are held by CBL Partners, L.P. ("CBL").

(6) These Shares are held by Edward S. Lampert.

(7) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").

(8) These Shares are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.

(9) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Ex-ecutive Officer and Director of Investments.

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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