### LITHIA MOTORS INC

Form 4

December 02, 2016

# FORM 4

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

**OMB** 

Check this box if no longer subject to

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Cain Susan O |            |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer              |  |  |
|---|------------|----------|--|---|--|--|
|   |            |          | LITHIA MOTORS INC [LAD]                            | (Check all applicable)  |  |  |
| (Last) (First) (Middle)                                 |            | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |
|   |            |          | (Month/Day/Year)                                   | X Director 10% Owner  |  |  |
| 150 N. BARTLETT   |            |          | 12/01/2016   | Officer (give titleOther (specification)Other (specification) |  |  |
|   | (Street)   |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check                     |  |  |
|   |            |          | Filed(Month/Day/Year)                              | Applicable Line)  |  |  |
|   |            |          |  | _X_ Form filed by One Reporting Person                        |  |  |
| MEDFORD   | , OR 97501 |          |  | Form filed by More than One Reporting                         |  |  |

|  | MED | FORD | , OR | 9750: |
|--|-----|------|------|-------|
|--|-----|------|------|-------|

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                            | Derivative                                      | Secu  | rities Acqui  | red, Disposed of,  | or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|---|-------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securition Disposition (Instr. 3, 4)  Amount | ed of |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class A<br>Common<br>Stock           | 12/01/2016                              |   | S                                      | 750 (1)   | D     | \$<br>94.7093 | 14,141   | D  |   |
| Class A<br>Common<br>Stock           |   |   |  |   |       |               | 2,000  | I  | by Trust  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun     | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3 | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |           |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |              |             |        |
|             |             |                     |                    |            |            |               |             |           | A manuat     |             |        |
|             |             |                     |                    |            |            |               |             |           | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number       |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |           | of           |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares       |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | <b></b>  |           |         |   |  |  |  |
|--------------------------------|----------|-----------|---------|---|--|--|--|
|                                | Director | 10% Owner | Officer | О |  |  |  |

Other

Relationships

Cain Susan O 150 N. BARTLETT X MEDFORD, OR 97501

# **Signatures**

By: Larissa McAlister, 12/02/2016 Attorney-in-Fact

\*\*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) Shares were sold to cover income taxes owed in connection with vesting of restricted stock units in the current year.
- (2) Shares held by The Cain Family Trust

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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