## Edgar Filing: Hillier Scott - Form 4

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Form 4											
February 22,									OMB A	PPROVAL	
FURIM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check thi if no long subject to Section 10 Form 4 or	F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF Estimation burden respon		•			
Form 5 obligation may conti <i>See</i> Instru 1(b).	Inue. Section 17(	a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, ff 1935 or Sectio 40	on		
(Print or Type R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> Hillier Scott			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)			
(Mon 150 N. BARTLETT 02/2 (Street) 4. If A			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/22/2019</li></ul>					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MEDFORD	, OR 97501							Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any	Execution Date, if any		4. Securities sactionAcquired (A) or e Disposed of (D) r. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
<b>C1</b>				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	02/22/2019			А	5,468 (1)	А	\$ 0 (2)	56,758	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Hillier Scott 150 N. BARTLETT MEDFORD, OR 97501			Senior Vice President					
Signatures								
By: Kevin Cundick, Attorney-in-Fact		02/22/201	9					
**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).

Restricted stock units were awarded and earned under a performance and time-vesting restricted stock unit agreement entered into in 2018. Compensation Committee certification of the achievement of the performance condition for the award occurred on the transaction

- (1) 2010. Compensation Commute certification of the achievement of the performance condition for the award occurred on the transaction date. Subject to the reporting persons continued employment with the issuer or any of its subsidiaries, the restricted stock units vest in equal installments on January 1 of each of 2020, 2021 and 2022.
- (2) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.

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.