

AUTONATION, INC.  
Form 4  
August 02, 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 \*  
Stephan 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)  
08/01/2013

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)  
VP - Corporate Controller

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 Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock, par value \$0.01 per share | 08/01/2013                           |  | M <sup>(1)</sup>               |   | 351   | A  | \$ 9.92 5,272                     | D |
| Common Stock, par value \$0.01 per share | 08/01/2013                           |  | M <sup>(1)</sup>               |   | 351   | A  | \$ 16.99 5,623                    | D |
| Common Stock, par value \$0.01 per share | 08/01/2013                           |  | M <sup>(1)</sup>               |   | 351   | A  | \$ 18.02 5,974                    | D |

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|   |            |                         |     |   |             |        |   |
|---|------------|-------------------------|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 351 | A | \$ 17.7     | 6,325  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 420 | A | \$ 18.2     | 6,745  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 420 | A | \$<br>19.64 | 7,165  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 420 | A | \$<br>23.21 | 7,585  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 420 | A | \$<br>26.49 | 8,005  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 292 | A | \$ 32.5     | 8,297  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 292 | A | \$<br>34.51 | 8,589  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 584 | A | \$<br>40.37 | 9,173  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 292 | A | \$<br>35.99 | 9,465  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 265 | A | \$<br>34.09 | 9,730  | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 265 | A | \$ 35       | 9,995  | D |
|   | 08/01/2013 | <u>M</u> <sup>(1)</sup> | 265 | A |             | 10,260 | D |

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|  |            |  |                  |       |   |          |        |   |
|--|------------|--|------------------|-------|---|----------|--------|---|
| Common Stock, par value \$0.01 per share |            |  |                  |       |   | \$ 41.16 |        |   |
| Common Stock, par value \$0.01 per share | 08/01/2013 |  | M <sup>(1)</sup> | 265   | A | \$ 38.63 | 10,525 | D |
| Common Stock, par value \$0.01 per share | 08/01/2013 |  | S <sup>(1)</sup> | 6,891 | D | \$ 48.2  | 3,634  | D |

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) | 8. Derivative 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)       | \$ 9.92  | 08/01/2013                           |  | M                              | 351   | <u>(2)</u>   | 03/02/2019  | Common Stock, par value \$0.01 per share  | 351                        |
| Employee Stock Option (right to buy)       | \$ 16.99   | 08/01/2013                           |  | M                              | 351   | <u>(2)</u>   | 03/02/2019  | Common Stock, par value \$0.01 per share  | 351                        |
| Employee Stock Option                      | \$ 18.02   | 08/01/2013                           |  | M                              | 351   | <u>(2)</u>   | 03/02/2019  | Common Stock, par value                   | 351                        |

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|                                      |          |            |   |     |            |            |  |                  |  |
|--------------------------------------|----------|------------|---|-----|------------|------------|--|------------------|--|
| (right to buy)                       |          |            |   |     |            |            |  | \$0.01 per share |  |
| Employee Stock Option (right to buy) | \$ 17.7  | 08/01/2013 | M | 351 | <u>(2)</u> | 03/02/2019 | Common Stock, par value \$0.01 per share | 351              |  |
| Employee Stock Option (right to buy) | \$ 18.2  | 08/01/2013 | M | 420 | <u>(3)</u> | 03/01/2020 | Common Stock, par value \$0.01 per share | 420              |  |
| Employee Stock Option (right to buy) | \$ 19.64 | 08/01/2013 | M | 420 | <u>(3)</u> | 03/01/2020 | Common Stock, par value \$0.01 per share | 420              |  |
| Employee Stock Option (right to buy) | \$ 23.21 | 08/01/2013 | M | 420 | <u>(3)</u> | 03/01/2020 | Common Stock, par value \$0.01 per share | 420              |  |
| Employee Stock Option (right to buy) | \$ 26.49 | 08/01/2013 | M | 420 | <u>(3)</u> | 03/01/2020 | Common Stock, par value \$0.01 per share | 420              |  |
| Employee Stock Option (right to buy) | \$ 32.5  | 08/01/2013 | M | 292 | <u>(4)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 292              |  |
| Employee Stock Option (right to buy) | \$ 34.51 | 08/01/2013 | M | 292 | <u>(4)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 292              |  |
| Employee Stock Option (right to buy) | \$ 40.37 | 08/01/2013 | M | 584 | <u>(4)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 584              |  |
| Employee Stock Option (right to      | \$ 35.99 | 08/01/2013 | M | 292 | <u>(4)</u> | 03/01/2021 | Common Stock, par value \$0.01 per       | 292              |  |

|  |          |            |   |     |            |            |  |     |
|--|----------|------------|---|-----|------------|------------|--|-----|
| buy)   |          |            |   |     |            |            | share  |     |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 34.09 | 08/01/2013 | M | 265 | <u>(5)</u> | 03/01/2022 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 265 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 35    | 08/01/2013 | M | 265 | <u>(5)</u> | 03/01/2022 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 265 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 41.16 | 08/01/2013 | M | 265 | <u>(5)</u> | 03/01/2022 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 265 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 38.63 | 08/01/2013 | M | 265 | <u>(5)</u> | 03/01/2022 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 265 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Stephan Michael J<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 |               |           | VP -<br>Corporate<br>Controller |       |

## Signatures

/s/ Jonathan P. Ferrando,  
Attorney-in-Fact

08/02/2013

\_\_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).

Transaction completed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2013 and previously described in a Form 8-K filed by AutoNation, Inc. on June 14, 2013 (such plan, the "Plan"). Effective as of the completion of the transactions disclosed in this Form 4, the Plan has been completely executed.

(2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

(3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010, subject to continuous employment with the Company.

(4)

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The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011, subject to continuous employment with the Company.

- (5) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the Company.

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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