

AUTONATION, INC.

Form 4

August 02, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JACKSON 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)  
**07/29/2010**

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)

Chairman and CEO

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/29/2010                              |                                                             | M                                    | 16,603 A                                                                | \$ 9.92 16,603                                                                                                     | I                                                                    | By trust                                                          |
| Common<br>Stock                       | 07/29/2010                              |                                                             | S                                    | 16,603 D                                                                | \$ 23.62 0<br>(1)                                                                                                  | I                                                                    | By trust                                                          |
| Common<br>Stock                       | 07/30/2010                              |                                                             | M                                    | 67,767 A                                                                | \$ 10.17 67,767                                                                                                    | I                                                                    | By trust                                                          |
| Common<br>Stock                       | 07/30/2010                              |                                                             | S                                    | 67,767 D                                                                | \$ 23.85 0<br>(2)                                                                                                  | I                                                                    | By trust                                                          |
|                                       |                                         |                                                             |                                      |                                                                         | 15,000                                                                                                             | D                                                                    |                                                                   |

Common  
Stock

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 9.92                                                            | 07/29/2010                              |                                                             | M                                    |                                                                                                              | 16,603                                                         |     | <u>(3)</u>                                                          | 03/02/2019         | Common<br>Stock | 16,603                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 10.17                                                           | 07/30/2010                              |                                                             | M                                    |                                                                                                              | 67,767                                                         |     | <u>(4)</u>                                                          | 07/30/2018         | Common<br>Stock | 67,767                              |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                     |       |
|--------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                                | Director      | 10% Owner | Officer             | Other |
| JACKSON MICHAEL J<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 | X             |           | Chairman<br>and CEO |       |

## Signatures

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

08/02/2010

\_\_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 transaction was executed in multiple trades at prices ranging from \$23.58 to \$23.64. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) This transaction was executed in multiple trades at prices ranging from \$23.75 to \$24.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The option, representing a right to purchase a total of 66,412 shares (as of the grant date) at an exercise price equal to \$9.92 per share, vested as to 25% of the underlying shares on June 1, 2010, and will vest as to an additional 25% on each of June 1, 2011, June 1, 2012 and June 1, 2013, subject to continuous employment with the Company. The option was exercised with respect to the 16,603 shares that vested on June 1, 2010.

(4) The option, representing a right to purchase a total of 271,067 shares (as of the grant date) at an exercise price equal to \$10.17 per share, vested as to 25% of the underlying shares on each of July 30, 2009 and July 30, 2010, and will vest as to an additional 25% on each of July 30, 2011 and July 30, 2012, subject to continuous employment with the Company. The option was exercised with respect to the 67,767 shares that vested on July 30, 2010.

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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