

Hillier Scott
Form 4
April 26, 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 *
Hillier Scott

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Sr. VP of Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A. Common Stock	04/26/2013		S		354 D \$ 48.58	57,786	D
Class A. Common Stock	04/26/2013		S		100 D \$ 48.59	57,686	D
Class A. Common Stock	04/26/2013		S		100 D \$ 48.6	57,586	D
Class A. Common	04/26/2013		S		1,254 D \$ 48.61	56,332	D

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Stock							
Class A. Common Stock	04/26/2013	S	100	D	\$ 48.612	56,232	D
Class A. Common Stock	04/26/2013	S	219	D	\$ 48.62	56,013	D
Class A. Common Stock	04/26/2013	S	300	D	\$ 48.63	55,713	D
Class A. Common Stock	04/26/2013	S	100	D	\$ 48.65	55,613	D
Class A. Common Stock	04/26/2013	S	100	D	\$ 48.66	55,513	D
Class A. Common Stock	04/26/2013	S	1,110	D	\$ 48.67	54,403	D
Class A. Common Stock	04/26/2013	S	94	D	\$ 48.6701	54,309	D
Class A. Common Stock	04/26/2013	S	640	D	\$ 48.73	53,669	D
Class A. Common Stock	04/26/2013	S	526	D	\$ 48.7301	53,143	D
Class A. Common Stock	04/26/2013	S	200	D	\$ 48.74	52,943	D
Class A. Common Stock	04/26/2013	S	100	D	\$ 48.7425	52,843	D
Class A. Common Stock	04/26/2013	S	33	D	\$ 48.75	52,810	D

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

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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 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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hillier Scott 150 N. BARTLETT STREET MEDFORD, OR 97501			Sr. VP of Operations	

Signatures

Larissa McAlister,
Attorney-in-Fact
04/26/2013
Date

**Signature of Reporting Person

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).

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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