

LITHIA MOTORS INC
 Form 4/A
 April 18, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBOER SIDNEY B

(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)
04/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
04/18/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/14/2016		J ⁽¹⁾	33,068 D	\$ 88.98 ⁽²⁾ 65,820 ⁽³⁾	I	By DeBoer Family LLC ⁽⁴⁾
Class A Common Stock					163,441 ⁽⁵⁾	D	
Class A Common Stock					2,349 ⁽⁶⁾	I	By wife jointly

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

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- (4) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. DeBoer Family LLC is the direct owner of the securities shown in column 5 of Table I, and the Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC.
- (5) These shares were received in redemption of the Sidney B. DeBoer Trust's membership interest in DeBoer Family LLC. In prior reports, the reporting person reported beneficial ownership of these shares indirectly through DeBoer Family LLC.
- (6) These shares were received in redemption of the Sidney B. DeBoer Trust's membership interest in DeBoer Family LLC and transferred to the reporting person's wife. In prior reports, the reporting person reported beneficial ownership of these shares indirectly through DeBoer Family LLC.

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.