

Stephan Michael J
 Form 4
 July 31, 2012

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 *
 Stephan Michael J

2. Issuer Name and Ticker or Trading Symbol
 AUTONATION, INC. [AN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 SW 1ST AVE, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2012

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

VP - Corporate Controller

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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		
Common Stock, par value \$0.01 per share	07/27/2012		M		350	A	\$ 9.92	6,049	D
Common Stock, par value \$0.01 per share	07/27/2012		M		350	A	\$ 16.99	6,399	D
Common Stock, par	07/27/2012		M		350	A	\$ 18.02	6,749	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/27/2012	M	350	A	\$ 17.7	7,099	D
Common Stock, par value \$0.01 per share	07/27/2012	M	421	A	\$ 18.2	7,520	D
Common Stock, par value \$0.01 per share	07/27/2012	M	421	A	\$ 19.64	7,941	D
Common Stock, par value \$0.01 per share	07/27/2012	M	421	A	\$ 23.21	8,362	D
Common Stock, par value \$0.01 per share	07/27/2012	M	421	A	\$ 26.49	8,783	D
Common Stock, par value \$0.01 per share	07/27/2012	M	292	A	\$ 32.5	9,075	D
Common Stock, par value \$0.01 per share	07/27/2012	M	292	A	\$ 34.51	9,367	D
Common Stock, par value \$0.01 per share	07/27/2012	M	292	A	\$ 35.99	9,659	D
Common Stock, par value	07/27/2012	S	5,002	D	\$ 40.0528 <u>(1)</u>	4,657	D

\$0.01 per share

Common Stock, par value

07/30/2012

M

1,430

A

\$ 10.17

6,087

D

\$0.01 per share

Common Stock, par value

07/30/2012

S

1,430

D

\$ 40

4,657

D

\$0.01 per share

Common Stock, par value

07/30/2012

F

127

D

\$ 39.86

4,530

D

\$0.01 per share

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 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.92	07/27/2012		M	350	(2) 03/02/2019	Common Stock, par value \$0.01 per share	350
Employee Stock Option (right to	\$ 16.99	07/27/2012		M	350	(2) 03/02/2019	Common Stock, par value \$0.01 per	350

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buy)								share	
Employee Stock Option (right to buy)	\$ 18.02	07/27/2012	M	350	<u>(2)</u>	03/02/2019	Common Stock, par value \$0.01 per share	350	
Employee Stock Option (right to buy)	\$ 17.7	07/27/2012	M	350	<u>(2)</u>	03/02/2019	Common Stock, par value \$0.01 per share	350	
Employee Stock Option (right to buy)	\$ 18.2	07/27/2012	M	421	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421	
Employee Stock Option (right to buy)	\$ 19.64	07/27/2012	M	421	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421	
Employee Stock Option (right to buy)	\$ 23.21	07/27/2012	M	421	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421	
Employee Stock Option (right to buy)	\$ 26.49	07/27/2012	M	421	<u>(3)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421	
Employee Stock Option (right to buy)	\$ 32.5	07/27/2012	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	07/27/2012	M	292	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	
Employee Stock Option (right to buy)	\$ 35.99	07/27/2012	M	292	<u>(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	292	

Employee Stock Option (right to buy)	\$ 10.17	07/30/2012	M	1,430	(5)	07/30/2018	Common Stock, par value \$0.01 per share	1,430
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Reporting Owners

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

Signatures

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

07/31/2012

**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).

- This transaction was executed in multiple trades at prices ranging from \$40.02 to \$40.08. 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.
- (1) 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) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009, subject to continuous employment with the Company.
 - (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) 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 became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2008.

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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