

AUTONATION INC /FL

Form 4

March 17, 2006

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 *
MCALLISTER J ALEX

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
 Symbol
AUTONATION INC /FL [AN]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/15/2006

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ 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

(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)
Common Stock	03/15/2006		M	10,900 A	\$ 11.05 10,900	D ⁽¹⁾	
Common Stock	03/15/2006		M	12,750 A	\$ 12.25 23,650	D ⁽¹⁾	
Common Stock	03/15/2006		S	23,650 D	\$ 21.9 0	D ⁽¹⁾	
Common Stock	03/17/2006		G ⁽²⁾	3,000 D	<u>(3)</u> 0	I	See ⁽¹⁾ ⁽²⁾
Common Stock	03/17/2006		G ⁽²⁾	3,000 A	<u>(3)</u> 3,000 ⁽²⁾	I	By trust ⁽¹⁾

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Common Stock 03/17/2006 S 3,000 D \$ 22.32 0 I By trust ⁽¹⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.05	03/15/2006		M		10,900		<u>(4)</u>	07/25/2011	Common Stock	10,900
Employee Stock Option (right to buy)	\$ 12.25	03/15/2006		M		12,750		<u>(5)</u>	08/05/2012	Common Stock	12,750

Reporting Owners

Reporting Owner Name / Address	Relationships
Director 10% Owner Officer Other	
MCALLISTER J ALEX	VP - Corporate Controller

Signatures

Jonathan P. Ferrando,
Attorney-in-Fact 03/17/2006

 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) Excludes 731 shares of AutoNation common stock held indirectly through the AutoNation, Inc. 401(k) Plan.
- (2) Gift of shares owned by a trust for the benefit of the Reporting Person's wife to a trust for the benefit of the Reporting Person.
- (3) N/A
- (4) The option vested in four equal annual installments beginning on July 25, 2002.
- (5) The option vests in four equal annual installments beginning on August 5, 2003.

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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