

AUTONATION INC /FL

Form 4

May 02, 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 *
WESTFALL KEVIN P

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/01/2006

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

SVP - Sales

(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	05/01/2006		M	78,437 A	\$ 11.51	78,437	D
Common Stock	05/01/2006		M	21,563 A	\$ 11.51	100,000	D
Common Stock	05/01/2006		S	100 D	\$ 22.52	99,900	D
Common Stock	05/01/2006		S	2,400 D	\$ 22.51	97,500	D
Common Stock	05/01/2006		S	26,200 D	\$ 22.5	71,300	D

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Common Stock	05/01/2006	S	24,900	D	\$ 22.49	46,400	D
Common Stock	05/01/2006	S	17,000	D	\$ 22.48	29,400	D
Common Stock	05/01/2006	S	11,900	D	\$ 22.47	17,500	D
Common Stock	05/01/2006	S	2,500	D	\$ 22.46	15,000	D
Common Stock	05/01/2006	S	15,000	D	\$ 22.45	0	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.51	05/01/2006		M	78,437	<u>(1)</u> 03/31/2007	Common Stock 78,437
Employee Stock Option (right to buy)	\$ 11.51	05/01/2006		M	21,563	<u>(3)</u> 01/02/2008	Common Stock 21,563

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WESTFALL KEVIN P

SVP - Sales

Signatures

Kevin P.
Westfall

05/02/2006

 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) The option vested in four equal annual installments beginning on March 31, 1998.
- (2) N/A
- (3) The option vested in four equal annual installments beginning on January 2, 1999.

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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