

AUTONATION, INC.

Form 4

June 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stephan Michael J

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2014

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)

VP - Corporate Controller

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share	06/02/2014		F		443	D \$ 57.44	4,479	D	
Common Stock, par value \$0.01 per share	06/03/2014		M		421	A \$ 18.2	4,900	D	
Common Stock, par value \$0.01 per share	06/03/2014		M		421	A \$ 19.64	5,321	D	

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Common Stock, par value \$0.01 per share	06/03/2014	M	421	A	\$ 23.21	5,742	D
Common Stock, par value \$0.01 per share	06/03/2014	M	421	A	\$ 26.49	6,163	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 32.5	6,455	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 34.51	6,747	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 40.37	7,039	D
Common Stock, par value \$0.01 per share	06/03/2014	M	292	A	\$ 35.99	7,331	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 34.09	7,597	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 35	7,863	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 41.16	8,129	D
Common Stock, par value \$0.01 per share	06/03/2014	M	266	A	\$ 38.63	8,395	D
Common Stock, par value \$0.01 per share	06/03/2014	S	3,916	D	\$ 57.25	4,479	D
	06/04/2014	S	1,170	D	\$ 57.5	3,309	D

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Common
Stock, par
value \$0.01
per share

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)		8. Dollar 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)	\$ 57.44	06/02/2014		A		965		<u>(1)</u>	03/03/2024	Common Stock, par value \$0.01 per share	965
Employee Stock Option (right to buy)	\$ 18.2	06/03/2014		M		421		<u>(2)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421
Employee Stock Option (right to buy)	\$ 19.64	06/03/2014		M		421		<u>(2)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421
Employee Stock Option (right to buy)	\$ 23.21	06/03/2014		M		421		<u>(2)</u>	03/01/2020	Common Stock, par value \$0.01 per share	421
	\$ 26.49	06/03/2014		M		421		(2)	03/01/2020		421

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Employee Stock Option (right to buy)								Common Stock, par value \$0.01 per share	
Employee Stock Option (right to buy)	\$ 32.5	06/03/2014	M	292	<u>(3)</u>	03/01/2021		Common Stock, par value \$0.01 per share	292
Employee Stock Option (right to buy)	\$ 34.51	06/03/2014	M	292	<u>(3)</u>	03/01/2021		Common Stock, par value \$0.01 per share	292
Employee Stock Option (right to buy)	\$ 40.37	06/03/2014	M	292	<u>(3)</u>	03/01/2021		Common Stock, par value \$0.01 per share	292
Employee Stock Option (right to buy)	\$ 35.99	06/03/2014	M	292	<u>(3)</u>	03/01/2021		Common Stock, par value \$0.01 per share	292
Employee Stock Option (right to buy)	\$ 34.09	06/03/2014	M	266	<u>(4)</u>	03/01/2022		Common Stock, par value \$0.01 per share	266
Employee Stock Option (right to buy)	\$ 35	06/03/2014	M	266	<u>(4)</u>	03/01/2022		Common Stock, par value \$0.01 per share	266
Employee Stock Option (right to buy)	\$ 41.16	06/03/2014	M	266	<u>(4)</u>	03/01/2022		Common Stock, par value \$0.01 per share	266
Employee Stock Option (right to buy)	\$ 38.63	06/03/2014	M	266	<u>(4)</u>	03/01/2022		Common Stock, par value \$0.01 per share	266

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

06/04/2014

__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 becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.
- (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010, 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, 2011, 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, 2012, subject to continuous employment with the Company.

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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