

ESL INVESTORS LLC

Form 4

April 13, 2010

**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 \*  
**LAMPERT EDWARD S**

(Last) (First) (Middle)

**200 GREENWICH AVENUE**

(Street)

**GREENWICH, CT 06830**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/09/2010**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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)
Common Stock, par value \$0.01 per share	04/09/2010		P	137,143 A	\$ 18.2887 (2)	58,986,184 I	See Footnotes (1) (10)
Common Stock, par value \$0.01 per share	04/12/2010		P	134,331 A	\$ 18.2963 (4)	59,120,515 I	See Footnotes (1) (10)
Common Stock, par	04/13/2010		P	320,985 A	\$ 18.2891	59,441,500 I	See Footnotes

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value					(5)			(1) (10)
\$0.01 per share								
Common Stock, par value	04/09/2010	P	282,034	A	\$ 18.2887	12,784,065	I	See Footnotes
\$0.01 per share					(2)			(3) (10)
Common Stock, par value	04/12/2010	P	24,369	A	\$ 18.2963	12,808,434	I	See Footnotes
\$0.01 per share					(4)			(3) (10)
Common Stock, par value	04/13/2010	P	73,967	A	\$ 18.2891	12,882,401	I	See Footnotes
\$0.01 per share					(5)			(3) (10)
Common Stock, par value						6,704	I	See Footnotes
\$0.01 per share								(6) (10)
Common Stock, par value						5,712,083	I	See Footnotes
\$0.01 per share								(7) (10)
Common Stock, par value						51,880	I	See Footnotes
\$0.01 per share								(8) (10)
Common Stock, par value						2,759,949	D (9) (10)	
\$0.01 per share								

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTORS LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		

## Signatures

Edward S. Lampert	04/13/2010
__Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc.	04/13/2010
__Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P.	04/13/2010
__Signature of Reporting Person	Date
Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P., the general partner of ESL Partners, L.P.	04/13/2010

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\_\_Signature of Reporting Person

Date

Adrian J. Maizey, as Chief Financial Officer of ESL Investments, Inc., the general partner of RBS Partners, L.P., the managing member of ESL Investors, L.L.C.

04/13/2010

\_\_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) These shares of common stock, par value \$0.01 per share ("Shares"), of AutoNation, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from approximately \$18.25 to \$18.30 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each price.
- (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (4) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from approximately \$18.25 to \$18.30 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each price.
- (5) This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from approximately \$18.19 to \$18.30 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares purchased at each price.
- (6) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (7) These Shares are held by CBL Partners, L.P. ("CBL").
- (8) These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.
- (9) These Shares are held by Mr. Lampert.
- (10) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS"), Partners and Investors (collectively, the "Reporting Persons"). RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.

### Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

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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