

LITHIA MOTORS INC
 Form 4
 August 12, 2008

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 *
DEBOER BRYAN B

(Last) (First) (Middle)
 360 E. JACKSON ST.
 (Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Class A Common				(A) or (D) Price	6,000	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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.37	08/11/2008		A		80,000		<u>(1)</u>	08/11/2014	Class A Common	80,000
Class B Common	\$ 0							<u>(2)</u>	<u>(2)</u>	Class A Common	1,871
Class B Common	\$ 0							<u>(2)</u>	<u>(2)</u>	Class A Common	66,348
Stock Option (2000c) (NQ) (right to buy)	\$ 16.75							<u>(3)</u>	01/06/2010	Class A Common	5,554
Stock Option (2002nq) (right to buy)	\$ 15.13							12/26/2007	12/26/2012	Class A Common	8,000
Stock Option (right to buy)	\$ 29.42							03/11/2009	03/11/2010	Class A Common	12,000
Stock Option (right to buy)	\$ 27.58							02/09/2010	02/09/2011	Class A Common	16,002
Stock Option (2000ab) (NQ) (right to buy)	\$ 16.75							<u>(4)</u>	01/06/2010	Class A Common	14,446
	\$ 16.75							01/06/2005	01/06/2010		4,000

Stock Option (2000bj) (NQ) (right to buy)						
Stock Option (2001nq) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	8,000	
Stock Option (right to buy)	\$ 31.67	03/10/2011	03/10/2012	Class A Common	18,000	
Stock Option (right to buy)	\$ 28.34	03/09/2012	03/09/2013	Class A Common	18,000	
Stock Option (right to buy)	\$ 9.38	03/10/2012	03/09/2014	Class A Common	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER BRYAN B 360 E. JACKSON ST. MEDFORD, OR 97501			President & COO	

Signatures

By: Cliff E. Spencer, Attorney in Fact
Date: 08/12/2008

__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 options vest 50% on 2nd anniversary, 25% on 3rd anniversary and 25% on 4th anniversary.
 - (2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
 - (3) The options vest as to 50% of total grant on 3rd anniversary of grant date and remaining 50% on 4th anniversary date.
 - (4) The option vests as follows: 4,000 on 1/6/01; 4,000 on 1/6/02; 2,447 on 1/6/03; 2,029 on 1/6/04 and 1,970 on 1/6/05

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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