

LITHIA MOTORS INC
Form 4
February 17, 2017

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 SIDNEY B

(Last) (First) (Middle)

150 N. BARTLETT STREET

(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)
02/15/2017

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 02/15/2017 | | C | 500,000 A | \$ 0 | 500,000 ⁽¹⁾ | I |
| Class A Common Stock | 02/15/2017 | | J ⁽³⁾ | 500,000 D | \$ 104.21 ⁽⁴⁾ | 0 ⁽⁵⁾ | D |
| Class A Common Stock | 02/15/2017 | | J ⁽³⁾ | 279,106 A | \$ 279,106 ⁽⁶⁾ | | I |

By The
Sidney B.
DeBoer
Trust and
Lithia
Holding
Company,
L.L.C. ⁽²⁾

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| | | | |
|----------------------|----------------------|---|---|
| Common Stock | 104,21 <u>(4)</u> | | Sidney B. DeBoer Trust and DeBoer Family LLC <u>(7)</u> |
| Class A Common Stock | 30,077 | D | |
| Class A Common Stock | 2,349 | I | By wife jointly |

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.

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(8)</u> | 02/15/2017 | | C | 500,000 | <u>(8)</u> | <u>(8)</u> | Class A Common Stock | 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBOER SIDNEY B 150 N. BARTLETT STREET MEDFORD, OR 97501 | X | | | |

Signatures

/s/ Larissa McAlister, Attorney-In-Fact for Sidney B.
DeBoer

02/17/2017

__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) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class A Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (2) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the derivative securities shown in row 1 of column 5 of Table I.
- (3) Distribution from Lithia Holding Company, L.L.C. to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC.
- (4) Lithia Holding Company, L.L.C. distributed shares of the issuer's Class A Common Stock to certain of the members of Lithia Holding Company, L.L.C., including DeBoer Family LLC. The price shown is the value of one share of the issuer's Class A Common Stock at the close of the New York Stock Exchange on February 15, 2017.
- (5) Lithia Holding Company, L.L.C. distributed shares of the Issuer's Class A Common Stock to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC. The shares distributed to DeBoer Family LLC are shown on the next row.
- (6) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class A Common Stock owned by DeBoer Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (7) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC, which is the direct owner of the securities shown in row 3 of column 5 of Table I.
- (8) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.
- (9) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class B Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (10) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the derivative securities shown in column 9 of Table II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.