#### LITHIA MOTORS INC

Form 4

February 11, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A HEIMANN	ddress of Reporting P M L DICK	Symbol	r Name <b>and</b> Ticker or Trading  A MOTORS INC [LAD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 360 E. JACH		3. Date o (Month/I 02/09/2	•	X Director X Officer (gi below)	_X_ Director 10% OwnerX_ Officer (give title Other (specify		
MEDFORD	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		Zip) Tab	I. I. N. Dorbott G. C. and C. A.	Person	. C D C	W- O1	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	Code Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	·	
Class A Common				124,790	D		
Class A Common				26,089	I	By 401(k)	
Class A Common				15,964	I	By Spouse	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

## Edgar Filing: LITHIA MOTORS INC - Form 4

### number.

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number iorDerivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	ve es d (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 27.58	02/09/2005		A	18,000		02/09/2010	02/09/2011	Class A Common	18,00
Class B Common	\$ 0						<u>(1)</u>	<u>(1)</u>	Class A Common	1,390,1
Stock Option (1997sd) (NQ) (right to buy)	\$ 1						<u>(3)</u>	12/31/2005	Class A Common	3,63€
Stock Option (2000sd) (NQ) (right to buy)	\$ 16.75						<u>(4)</u>	01/06/2010	Class A Common	22,01
Stock Option (2002nq) (right to buy)	\$ 15.13						12/26/2007	12/26/2012	Class A Common	16,00
Stock Option (right to buy)	\$ 29.42						03/11/2009	03/11/2010	Class A Common	16,00
Stock Option (2001) (ISO) (right to	\$ 12.99						12/26/2000	12/26/2005	Class A Common	7,494

### Edgar Filing: LITHIA MOTORS INC - Form 4

purchase)					
Stock Option (2001) (NQ) (right to buy)	\$ 1	12/26/2005	12/26/2010	Class A Common	16,00
Stock Option (2001nq) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	16,00
Stock Option (2001sd) (NQ) (right to purchase)	\$ 11.81	(5)	12/26/2010	Class A Common	31,78

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HEIMANN M L DICK 360 E. JACKSON ST. MEDFORD, OR 97501	X		President & COO			

## **Signatures**

By: Cliff E. Spencer, Attorney in Fact for 02/10/2005

\*\*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) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (2) The Class B Common stock is owned by Heimann Family, LLC, of which M.L. Dick Heimann is the majority member and its sole manager and he has elected to report all of the securities owned by the LLC as being beneficially owned by him.
- (3) The options vest as to 20% of the total grant on the date of grant and 20% each anniversary date thereafter.
- (4) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (5) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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.

Reporting Owners 3