

DEBOER SIDNEY B  
Form 4  
September 27, 2012

**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 \*  
LITHIA HOLDING CO LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

150 NORTH BARTLETT STREET

3. Date of Earliest Transaction (Month/Day/Year)  
09/27/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MEDFORD, OR 97501

(City) (State) (Zip)

**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)		
			Code	V	Amount or Price				
Class A Common	09/27/2012		C		43,047	A	\$ 0	43,047	D
Class A Common	09/27/2012		S <sup>(1)</sup>		800	D	\$ 33.54	42,247	D
Class A Common	09/27/2012		S <sup>(1)</sup>		3,299	D	\$ 33.55	38,948	D
Class A Common	09/27/2012		S <sup>(1)</sup>		1,300	D	\$ 33.56	37,648	D
Class A Common	09/27/2012		S <sup>(1)</sup>		800	D	\$ 33.57	36,848	D
	09/27/2012		S <sup>(1)</sup>		70	D		36,778	D

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Class A Common						\$ 33.58		
Class A Common	09/27/2012	S <sup>(1)</sup>	5,978	D		\$ 33.59	30,800	D
Class A Common	09/27/2012	S <sup>(1)</sup>	600	D		\$ 33.6	30,200	D
Class A Common	09/27/2012	S <sup>(1)</sup>	2,700	D		\$ 33.61	27,500	D
Class A Common	09/27/2012	S <sup>(1)</sup>	2,000	D		\$ 33.62	25,500	D
Class A Common	09/27/2012	S <sup>(1)</sup>	500	D		\$ 33.63	25,500	D
Class A Common	09/27/2012	S <sup>(1)</sup>	5,358	D		\$ 33.75	19,642	D
Class A Common	09/27/2012	S <sup>(1)</sup>	1,000	D		\$ 33.76	18,642	D
Class A Common	09/27/2012	S <sup>(1)</sup>	2,243	D		\$ 33.77	16,399	D
Class A Common	09/27/2012	S <sup>(1)</sup>	11,262	D		\$ 33.79	5,137	D
Class A Common	09/27/2012	S <sup>(1)</sup>	3,683	D		\$ 33.8	1,454	D
Class A Common	09/27/2012	S <sup>(1)</sup>	100	D		\$ 33.81	1,354	D
Class A Common	09/27/2012	S <sup>(1)</sup>	1,354	D		\$ 33.82	0	D

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)

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. P... Der... Sec... (Ins...)
				Code	V (A) (D)		Title	

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				Date	Expiration			
				Exercisable	Date	Amount or Number of Shares		
Class B Common (2)	(2)	09/27/2012	C	43,047	(2)	(2)	Class A Common	43,047

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITHIA HOLDING CO LLC 150 NORTH BARTLETT STREET MEDFORD, OR 97501		X		
DEBOER SIDNEY B 150 NORTH BARTLETT STREET MEDFORD, OR 97501	X			

## Signatures

Cliff E Spencer, Attorney in Fact for Lithia Holding Company, LLC 09/27/2012

        \*\*Signature of Reporting Person

Date

Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer 09/27/2012

        \*\*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 were sold pursuant to 10b5-1 Trading Plan adopted by Lithia Holding Company
- (2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion

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.