

AUTONATION, INC.
Form 4
June 02, 2011

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 *
WESTFALL KEVIN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 SW 1ST AVE, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Sales

(Street)
FORT LAUDERDALE, FL 33301

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

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	(D)	Price
Common Stock	05/31/2011		M		19,002	A	\$ 20.94
Common Stock	05/31/2011		M		998	A	\$ 18.02
Common Stock	05/31/2011		S		20,000	D	\$ 34.8001 (1)
Common Stock	06/01/2011		M		14,002	A	\$ 21.59
Common Stock	06/01/2011		M		5,998	A	\$ 20.94

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Common Stock	06/01/2011		S	20,000	D	\$ 35.0095 <u>(2)</u>	11,513	D
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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 20.94	05/31/2011		M	19,002	<u>(3)</u> 09/07/2015	Common Stock	19,002
Employee Stock Option (right to buy)	\$ 18.02	05/31/2011		M	998	<u>(4)</u> 03/02/2019	Common Stock	998
Employee Stock Option (right to buy)	\$ 21.59	06/01/2011		M	14,002	<u>(5)</u> 08/01/2015	Common Stock	14,002
Employee Stock Option (right to buy)	\$ 20.94	06/01/2011		M	5,998	<u>(3)</u> 09/07/2015	Common Stock	5,998
Employee Stock Option (right to buy)	\$ 34.51	06/01/2011		A	3,329	<u>(6)</u> 03/01/2021	Common Stock	3,329

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTFALL KEVIN P 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301			SVP - Sales	

Signatures

/s/ Jonathan P. Ferrando, 06/02/2011
 Attorney-in-Fact

**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) This transaction was executed in multiple trades at prices ranging from \$34.80 to \$34.81. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (2) This transaction was executed in multiple trades at prices ranging from \$35.00 to \$35.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (3) The option, representing a right to purchase a total of 25,000 shares (as of the grant date) at an exercise price equal to \$20.94 per share, vested as to 25% of the underlying shares on each of the first, second, third and fourth anniversaries of September 7, 2005.
 - (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009, subject to continuous employment with the Company.
 - (5) The option, representing a right to purchase a total of 52,650 shares (as of the grant date) at an exercise price equal to \$21.59 per share, vested as to 25% of the underlying shares on each of the first, second, third and fourth anniversaries of August 1, 2005.
 - (6) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011, subject to continuous employment with the Company.

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.