

AUTONATION INC /FL

Form 4

August 06, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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 *
JACKSON MICHAEL J

(Last) (First) (Middle)

110 SE 6TH STREET-29TH FLOOR

(Street)

FT. LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
AUTONATION INC /FL [AN]

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

08/04/2009

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)

Chairman and CEO

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 08/04/2009 | | M | V Amount (A) or (D) Price 67,766 A \$ 10.17 | 82,766 | D | |
| Common Stock | 08/04/2009 | | M | 98,834 A \$ 12.25 | 181,600 | D | |
| Common Stock | 08/04/2009 | | S | 166,600 D \$ 19.83 (1) | 15,000 | D | |
| Common Stock | 08/05/2009 | | M | 154,166 A \$ 12.25 | 169,166 | D | |
| Common Stock | 08/05/2009 | | S | 154,166 D \$ 19.54 | 15,000 | D | |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------------------------|---------|---|
| Common Stock | 08/06/2009 | M | 147,000 | A | ⁽²⁾ \$ 12.25 | 162,000 | D |
| Common Stock | 08/06/2009 | S | 147,000 | D | ⁽³⁾ \$ 19.79 | 15,000 | 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)

| 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 Number Shares |
| Employee Stock Option (right to buy) | \$ 10.17 | 08/04/2009 | | M | 67,766 | ⁽⁴⁾ 07/30/2018 | Common Stock 67,766 |
| Employee Stock Option (right to buy) | \$ 12.25 | 08/04/2009 | | M | 98,834 | ⁽⁶⁾ 08/05/2012 | Common Stock 98,834 |
| Employee Stock Option (right to buy) | \$ 12.25 | 08/05/2009 | | M | 154,166 | ⁽⁶⁾ 08/05/2012 | Common Stock 154,166 |
| Employee Stock Option (right to buy) | \$ 12.25 | 08/06/2009 | | M | 147,000 | ⁽⁶⁾ 08/05/2012 | Common Stock 147,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKSON MICHAEL J 110 SE 6TH STREET-29TH FLOOR FT. LAUDERDALE, FL 33301 | X | | Chairman and CEO | |

Signatures

/s/ Jonathan P. Ferrando,
Attorney-in-Fact

08/06/2009

__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 \$19.56 to \$20.09. 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 \$19.50 to \$19.66. 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) This transaction was executed in multiple trades at prices ranging from \$19.60 to \$20.05. 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.

(4) The option vests in 25% annual installments over four years on the anniversary of the date of grant (July 30, 2008). The option vested as to 67,766 shares on July 30, 2009.

(5) N/A

(6) The option vested in 25% annual installments over four years on the anniversary of the date of grant (August 5, 2002).

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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