

AUTONATION, INC.

Form 4

December 02, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN ROBERT J

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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

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

11/27/2013

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)
Common Stock, par value \$0.01 per share	11/27/2013		M	1,250 A \$ 34.09	3,250	D	
Common Stock, par value \$0.01 per share	11/27/2013		M	1,250 A \$ 35	4,500	D	
Common Stock, par	11/27/2013		M	1,250 A \$ 41.16	5,750	D	

value
\$0.01 per
share

Common
Stock, par

value 11/27/2013 M 1,250 A \$ 38.63 7,000 D
\$0.01 per
share

Common
Stock, par

value 11/27/2013 S 5,000 D \$
49.2679 2,000 D
(1)
\$0.01 per
share

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
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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 or Number of Shares
Stock Option (right to buy)	\$ 34.09	11/27/2013		M	1,250	<u>(2)</u> 03/01/2022	Common Stock, par value 1,250 \$0.01 per share
Stock Option (right to buy)	\$ 35	11/27/2013		M	1,250	<u>(2)</u> 03/01/2022	Common Stock, par value 1,250 \$0.01 per share
Stock Option (right to buy)	\$ 41.16	11/27/2013		M	1,250	<u>(2)</u> 03/01/2022	Common Stock, par value 1,250 \$0.01 per

Stock Option (right to buy)	\$ 38.63	11/27/2013	M	1,250	<u>(2)</u>	03/01/2022	share Common Stock, par value \$0.01 per share	1,250
Stock Option (right to buy)	\$ 48.8	12/02/2013	A	5,000	<u>(3)</u>	03/01/2023	share Common Stock, par value \$0.01 per share	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROBERT J 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301	X			

Signatures

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

12/02/2013

__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).

- This transaction was executed in multiple trades at prices ranging from \$49.2633 to \$49.31. The price reported above reflects the
- (1) 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) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, or in full upon termination of Board membership if prior to June 1, 2016.
 - (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013, or in full upon termination of Board membership if prior to June 1, 2017.

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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