

Holzshu Chris
Form 5
February 01, 2012

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Holzshu Chris

(Last) (First) (Middle)

360 E. JACKSON ST.

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr. Vice President/CFO

6. Individual or Joint/Group Reporting

(check applicable line)

MEDFORD, OR 97501

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or Amount (D) Price			
Class A Common	Â	Â	Â	Â Â Â	20,275	D	Â
Class A Common	Â	Â	Â	Â Â Â	2,584	I	By 401(k)
Class A Common	Â	Â	Â	Â Â Â	6,626	I	By ESPP

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 2270
(9-02)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 11.25	Â	Â	Â	Â Â	03/10/2008 03/10/2013	Class A Common	400
Stock Option (right to buy)	\$ 9.38	Â	Â	Â	Â Â Â ⁽¹⁾	03/10/2014	Class A Common	15,000
Stock Option (right to buy)	\$ 5.37	Â	Â	Â	Â Â Â ⁽¹⁾	08/11/2014	Class A Common	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holzshu Chris 360 E. JACKSON ST. MEDFORD,Â ORÂ 97501	Â	Â	Â Sr. Vice President/CFO	Â

Signatures

By: Cliff E. Spencer, Attorney
in Fact 02/01/2012

__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 options vest 50% on 2nd anniversary, 25% on 3rd anniversary and 25% on 4th anniversary.

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Remarks:

ThisÂ FormÂ 5Â filedÂ toÂ reportÂ routineÂ acquisitionsÂ ofÂ additionalÂ sharesÂ inÂ ESPPÂ account.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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