

AUTONATION, INC.
Form 4
July 24, 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 *
CROWLEY WILLIAM C

(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)
07/20/2012

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/20/2012		M		20,000	A	\$ 12.56
Common Stock, par value \$0.01 per share	07/20/2012		M		20,000	A	\$ 18.37
Common Stock, par value \$0.01 per share	07/20/2012		M		20,000	A	\$ 19.21

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Common Stock, par value \$0.01 per share	07/20/2012	M	20,000	A	\$ 21.73	169,545	D ⁽¹⁾	
Common Stock, par value \$0.01 per share	07/20/2012	F	35,250	D	\$ 40.78	134,295	D ⁽¹⁾	
Common Stock, par value \$0.01 per share						83,545	I	See footnote ⁽²⁾
Common Stock, par value \$0.01 per share						9,151	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	\$ 12.56	07/20/2012		M	20,000	01/02/2003 01/02/2013	Common Stock, par value \$0.01 per share 20,000
Stock Option (right to buy)	\$ 18.37	07/20/2012		M	20,000	01/02/2004 01/02/2014	Common Stock, par value \$0.01 per share 20,000
	\$ 19.21	07/20/2012		M	20,000	01/03/2005 01/03/2015	20,000

Stock Option (right to buy)									Common Stock, par value \$0.01 per share
Stock Option (right to buy)	\$ 21.73	07/20/2012		M	20,000	01/03/2006	01/03/2016		Common Stock, par value \$0.01 per share
									20,000

Reporting Owners

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

Signatures

/s/ William C.
Crowley

07/24/2012

**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 are held directly by William C. Crowley.
 - (2) These shares are held by Tynan, LLC, a limited liability company of which Mr. Crowley is the manager and a member.
 - (3) These shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

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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