

DEBOER BRYAN B
Form 4
April 26, 2013

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 *
DEBOER BRYAN B

(Last) (First) (Middle)
150 N. BARTLETT STREET
(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2013

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)
Chief Executive officer

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 |
| Class A Common Stock | 04/25/2013 | | M | | 80,000 | A | \$ 5.37 184,925 |
| Class A Common Stock | 04/25/2013 | | S | | 3,000 | D | \$ 48.2 181,925 |
| Class A Common Stock | 04/25/2013 | | S | | 192 | D | \$ 48.2101 181,733 |
| Class A Common | 04/25/2013 | | S | | 601 | D | \$ 48.26 181,132 |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|---------------|---------|---|
| Stock | | | | | | | |
| Class A Common Stock | 04/25/2013 | S | 1,300 | D | \$ 48.27 | 179,832 | D |
| Class A Common Stock | 04/25/2013 | S | 2,307 | D | \$ 48.28 | 177,525 | D |
| Class A Common Stock | 04/25/2013 | S | 1,300 | D | \$ 48.29 | 176,225 | D |
| Class A Common Stock | 04/25/2013 | S | 3,488 | D | \$ 48.3 | 172,737 | D |
| Class A Common Stock | 04/25/2013 | S | 1,000 | D | \$ 48.31 | 171,737 | D |
| Class A Common Stock | 04/25/2013 | S | 188 | D | \$ 48.3101 | 171,549 | D |
| Class A Common Stock | 04/25/2013 | S | 200 | D | \$ 48.315 | 171,349 | D |
| Class A Common Stock | 04/25/2013 | S | 800 | D | \$ 48.34 | 170,549 | D |
| Class A Common Stock | 04/25/2013 | S | 5,300 | D | \$ 48.35 | 165,249 | D |
| Class A Common Stock | 04/25/2013 | S | 119 | D | \$ 48.36 | 165,130 | D |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.37 | 165,030 | D |
| Class A Common Stock | 04/25/2013 | S | 1,000 | D | \$ 48.3701 | 164,030 | D |
| Class A Common Stock | 04/25/2013 | S | 400 | D | \$ 48.38 | 163,630 | D |
| Class A Common Stock | 04/25/2013 | S | 512 | D | \$ 48.385 | 163,118 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|---------|---|
| Class A Common Stock | 04/25/2013 | S | 919 | D | \$ 48.39 | 162,199 | D |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.395 | 162,099 | D |
| Class A Common Stock | 04/25/2013 | S | 16,789 | D | \$ 48.4 | 145,310 | D |
| Class A Common Stock | 04/25/2013 | S | 11 | D | \$ 48.405 | 145,299 | D |
| Class A Common Stock | 04/25/2013 | S | 500 | D | \$ 48.41 | 144,799 | D |
| Class A Common Stock | 04/25/2013 | S | 393 | D | \$ 48.42 | 144,406 | D |
| Class A Common Stock | 04/25/2013 | S | 1,277 | D | \$ 48.43 | 143,129 | D |
| Class A Common Stock | 04/25/2013 | S | 600 | D | \$ 48.4352 | 142,529 | D |
| Class A Common Stock | 04/25/2013 | S | 493 | D | \$ 48.44 | 142,036 | D |
| Class A Common Stock | 04/25/2013 | S | 1,036 | D | \$ 48.4436 | 141,000 | D |
| Class A Common Stock | 04/25/2013 | S | 1,927 | D | \$ 48.45 | 139,073 | D |
| Class A Common Stock | 04/25/2013 | S | 800 | D | \$ 48.46 | 138,273 | D |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 5.37 | 04/25/2013 | | M | 80,000 | (1) 08/14/2014 | Class A Common Stock | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBOER BRYAN B 150 N. BARTLETT STREET MEDFORD, OR 97501 | X | | Chief Executive officer | |

Signatures

Larissa McAlister,
Attorney-in-Fact

04/26/2013

**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).
- (1) 50% of the shares vested on the second anniversary of the grant date and 25% of the shares vested on each of the third and fourth anniversaries of the grant date.

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