

AUTONATION, INC.  
Form 4  
July 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**JACKSON MICHAEL J**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**200 SW 1ST AVE, SUITE 1600**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/20/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

(Street)  
**FORT LAUDERDALE, FL 33301**

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

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                              |   | 110,000   | A  | \$ 20.08  | 194,463 | D |  |
| Common Stock, par value \$0.01 per share | 07/20/2012                           |  | M                              |   | 16,603  | A  | \$ 9.92   | 211,066 | D |  |
| Common Stock, par                        | 07/20/2012                           |  | M                              |   | 49,809  | A  | \$ 16.99  | 260,875 | D |  |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/20/2012 S 176,412 D \$ 39.8115 84,463 D  
(1)

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 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)       | \$ 20.08   | 07/20/2012                           |  | M                              | 110,000   | <u>(2)</u> 07/31/2016                                    | Common Stock, par value \$0.01 per share 110,000              |
| Employee Stock Option (right to buy)       | \$ 9.92  | 07/20/2012                           |  | M                              | 16,603  | <u>(3)</u> 03/02/2019                                    | Common Stock, par value \$0.01 per share 16,603               |
| Employee Stock Option (right to buy)       | \$ 16.99   | 07/20/2012                           |  | M                              | 49,809  | <u>(4)</u> 03/02/2019                                    | Common Stock, par value \$0.01 per share 49,809               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

JACKSON MICHAEL J  
200 SW 1ST AVE  
SUITE 1600  
FORT LAUDERDALE, FL 33301

X

Chairman  
and CEO

## Signatures

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

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).

- This transaction was executed in multiple trades at prices ranging from \$39.62 to \$40.62. The price reported above reflects the weighted
- (1) 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 became exercisable in 25% annual increments on each of the first four anniversaries of July 31, 2006.
  - (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.
  - (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.