MAROONE MICHAEL E

Form 4

February 08, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAROONE MICHAEL E			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)	3. Date of Earliest Transaction	(un appriouete)		
200 SW 1ST A	VE, SUITE	1600	(Month/Day/Year) 02/08/2011	_X_ Director 10% Owner Selection Other (specify below) Director, President and COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
FORT LAUDERDALE, FL 33301			Filed(Month/Day/Year)	Applicable Line) _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. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4	f (D)	uired (A) or Price	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	02/08/2011		M	320,000	A	\$ 12.25	569,265	D	
Common Stock	02/08/2011		S	320,000	D	\$ 32.1196 (1)	249,265	D	
Common Stock							2,247,357	I	See footnote
Common Stock							1,537	I	By 401(k) Plan

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(e.g., puts, calls, warrants, options, convertible securities)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Underlyi			le and Amount of rlying Securities . 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Employee Stock Option (right to	\$ 12.25	02/08/2011		M	320,000	<u>(3)</u>	08/05/2012	Common Stock	320,00	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAROONE MICHAEL E 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301	X		Director, President and COO				

Signatures

buy)

/s/ Michael E. 02/08/2011 Maroone

**Signature of Reporting Date

Person

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 \$32.02 to \$32.21. 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) These shares are beneficially owned by Michael Maroone Family Partnership, a Nevada limited partnership controlled by Mr. Maroone.
- (3) The option, representing a right to purchase a total of 320,000 shares (as of the grant date) at an exercise price equal to \$12.25 per share, vested as to 25% of the underlying shares on each of August 5, 2003, August 5, 2004, August 5, 2005 and August 5, 2006.

Reporting Owners 2

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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.