

AUTONATION, INC.  
Form 4  
February 08, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
FERRANDO JONATHAN P

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)  
02/04/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Gen Counsel & Secretary

(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	02/04/2011		M		27,200	A	\$ 17
Common Stock	02/04/2011		M		112,800	A	\$ 16.77
Common Stock	02/04/2011		S		138,000	D	\$ 30.7185 (2)
Common Stock	02/07/2011		M		5,361	A	\$ 16.77
Common Stock	02/07/2011		S		5,361	D	\$ 31.7587

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(3)

Common Stock	02/08/2011	M	4,639	A	\$ 16.77	37,639	D <sup>(1)</sup>	
Common Stock	02/08/2011	S	4,639	D	\$ 31.75	33,000	D <sup>(1)</sup>	
Common Stock						1,767	I	By 401(k) Plan

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 Number Shares
Employee Stock Option (right to buy)	\$ 17	02/04/2011		M	27,200	<sup>(4)</sup> 07/28/2013	Common Stock 27,200
Employee Stock Option (right to buy)	\$ 16.77	02/04/2011		M	112,800	<sup>(5)</sup> 07/27/2014	Common Stock 112,800
Employee Stock Option (right to buy)	\$ 16.77	02/07/2011		M	5,361	<sup>(5)</sup> 07/27/2014	Common Stock 5,361
Employee Stock Option (right to buy)	\$ 16.77	02/08/2011		M	4,639	<sup>(5)</sup> 07/27/2014	Common Stock 4,639

