

AUTONATION, INC.
 Form 4
 June 04, 2014

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 *
JACKSON MICHAEL J

(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)
06/02/2014

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)
Chairman and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 18.2	06/01/2014	J ⁽¹⁾	V		6,663	⁽²⁾	03/01/2020	Common Stock, par value \$0.01 per share	6,663	
Employee Stock Option (right to buy)	\$ 19.64	06/01/2014	J ⁽¹⁾	V		6,663	⁽²⁾	03/01/2020	Common Stock, par value \$0.01 per share	6,663	
Employee Stock Option (right to buy)	\$ 23.21	06/01/2014	J ⁽¹⁾	V		6,663	⁽²⁾	03/01/2020	Common Stock, par value \$0.01 per share	6,663	
Employee Stock Option (right to buy)	\$ 26.49	06/01/2014	J ⁽¹⁾	V		6,663	⁽²⁾	03/01/2020	Common Stock, par value \$0.01 per share	6,663	
Employee Stock Option (right to buy)	\$ 32.5	06/01/2014	J ⁽¹⁾	V		5,787	⁽³⁾	03/01/2021	Common Stock, par value \$0.01 per share	5,787	
Employee Stock Option (right to buy)	\$ 34.51	06/01/2014	J ⁽¹⁾	V		5,787	⁽³⁾	03/01/2021	Common Stock, par value \$0.01 per share	5,787	
Employee Stock Option (right to buy)	\$ 40.37	06/01/2014	J ⁽¹⁾	V		5,787	⁽³⁾	03/01/2021	Common Stock, par value \$0.01 per share	5,787	
Employee Stock Option (right to buy)	\$ 35.99	06/01/2014	J ⁽¹⁾	V		5,787	⁽³⁾	03/01/2021	Common Stock, par value \$0.01 per share	5,787	

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Employee Stock Option (right to buy)	\$ 34.09	06/01/2014	<u>J(1)</u>	V	5,260	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	5,260
Employee Stock Option (right to buy)	\$ 35	06/01/2014	<u>J(1)</u>	V	5,260	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	5,260
Employee Stock Option (right to buy)	\$ 41.16	06/01/2014	<u>J(1)</u>	V	5,260	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	5,260
Employee Stock Option (right to buy)	\$ 38.63	06/01/2014	<u>J(1)</u>	V	5,260	<u>(4)</u>	03/01/2022	Common Stock, par value \$0.01 per share	5,260
Employee Stock Option (right to buy)	\$ 43.45	06/01/2014	<u>J(1)</u>	V	4,545	<u>(5)</u>	03/01/2023	Common Stock, par value \$0.01 per share	4,545
Employee Stock Option (right to buy)	\$ 46.22	06/01/2014	<u>J(1)</u>	V	4,545	<u>(5)</u>	03/01/2023	Common Stock, par value \$0.01 per share	4,545
Employee Stock Option (right to buy)	\$ 47.25	06/01/2014	<u>J(1)</u>	V	4,545	<u>(5)</u>	03/01/2023	Common Stock, par value \$0.01 per share	4,545
Employee Stock Option (right to buy)	\$ 48.8	06/01/2014	<u>J(1)</u>	V	4,545	<u>(5)</u>	03/01/2023	Common Stock, par value \$0.01 per share	4,545
Employee Stock Option (right to buy)	\$ 57.44	06/02/2014	A		82,012	<u>(6)</u>	03/03/2024	Common Stock, par value \$0.01 per share	82,012

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

06/04/2014

**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) Disposition pursuant to a transaction that is exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16a-12 under the Exchange Act.
 - (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010, subject to continuous employment with the Company.
 - (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011, subject to continuous employment with the Company.
 - (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the Company.
 - (5) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013, subject to continuous employment with the Company.
 - (6) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.

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.