

Holzshu Chris
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 *
Holzshu Chris

(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)
Sr. Vice President & CFO

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 | | 15,000 | A | \$ 9.375 |
| | | | | | 57,790 | (1) | D |
| Class A Common Stock | 04/25/2013 | | M | | 5,000 | A | \$ 5.37 |
| | | | | | 62,790 | (1) | D |
| Class A Common Stock | 04/25/2013 | | S | | 3,164 | D | \$ 48.37 |
| | | | | | 59,626 | (1) | D |
| Class A Common | 04/25/2013 | | S | | 1,118 | D | \$ 48.38 |
| | | | | | 58,508 | (1) | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|---------------|-----------------------|---|
| Stock | | | | | | | |
| Class A Common Stock | 04/25/2013 | S | 4,918 | D | \$ 48.4 | 53,590 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.402 | 53,490 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.41 | 53,390 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 600 | D | \$ 48.44 | 52,790 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.445 | 52,690 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 3,500 | D | \$ 48.45 | 49,190 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 288 | D | \$ 48.4501 | 48,902 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 200 | D | \$ 48.46 | 48,702 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 700 | D | \$ 48.47 | 48,002 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 400 | D | \$ 48.474 | 47,602 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 200 | D | \$ 48.48 | 47,402 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 1,500 | D | \$ 48.49 | 45,902 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 200 | D | \$ 48.495 | 45,702 ⁽¹⁾ | D |
| Class A Common Stock | 04/25/2013 | S | 1,800 | D | \$ 48.57 | 43,902 ⁽¹⁾ | D |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|---------------|-----------------------|---|-----------|
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.5701 | 43,802 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2013 | S | 100 | D | \$ 48.575 | 43,702 ⁽¹⁾ | D | |
| Class A Common Stock | 04/25/2013 | S | 912 | D | \$ 48.5801 | 42,790 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | | 2,616 | I | By 401(k) |

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)

| 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) | \$ 9.375 | 04/25/2013 | | M | 15,000 | ⁽²⁾ 03/10/2014 | Class A Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 5.37 | 04/25/2013 | | M | 5,000 | ⁽³⁾ 08/11/2014 | Class A Common Stock | 5,000 |

Reporting Owners

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

Holzshu Chris
150 N. BARTLETT STREET
MEDFORD, OR 97501

Sr. Vice President & CFO

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) Includes 526 shares acquired under the issuer's employee stock purchase plan.
 - (2) The option vested for 25% of the shares on each of the first four anniversaries of the grant date.
 - (3) 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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