

LITHIA MOTORS INC  
Form 8-K  
February 20, 2007

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

February 16, 2007

**Lithia Motors, Inc.**

(Exact Name of Registrant as specified in its charter)

Oregon

(State or other jurisdiction of  
incorporation)

0-21789

(Commission File Number)

93 - 0572810

(IRS Employer Identification No.)

360 E. Jackson Street

Medford, Oregon 97501

(Address of Principal Executive Office)

Registrant's telephone number including area code 541-776-6868

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

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**Item 7.01 Regulation FD Disclosure**

The Company issued the attached press release to clarify statements made in response to a question posed during the Company's Investors Conference Call on February 15, 2007. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

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| (a) | Not applicable.                        |
| (b) | Not applicable.                        |
| (c) | Exhibits.<br><u>99.1 Press Release</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LITHIA MOTORS, INC.  
(Registrant)

Date: February 16, 2007

By: /s/ Kenneth E. Roberts  
Kenneth E. Roberts  
Assistant Secretary

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