

DEBOER SIDNEY B
Form 4
October 03, 2017

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 *
DEBOER SIDNEY B

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 N. BARTLETT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

MEDFORD, OR 97501

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

(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. 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			
Class A Common Stock	09/29/2017		S		5,000 (1)	D	\$ 120.25	136,381	I	by DeBoer Family LLC
Class A Common Stock	10/02/2017		S		15,000 (1)	D	\$ 120.75 (2)	121,381	I	by DeBoer Family LLC
Class A Common Stock	10/02/2017		S		15,000 (1)	D	\$ 121.5 (3)	106,381	I	by DeBoer Family LLC

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Class A Common Stock	10/03/2017	S	20,000 (1)	D	\$ 122.375 (4)	86,381	I	by DeBoer Family LLC
Class A Common Stock	10/03/2017	S	10,711 (1)	D	\$ 123.15 (5)	75,670	I	by DeBoer Family LLC
Class A Common Stock						1,421	D	
Class A Common Stock						3,051	I	by Wife Jointly

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 150 N. BARTLETT MEDFORD, OR 97501		X		

Signatures

By: Kevin Cundick,
Attorney-in-Fact

10/03/2017

__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) Shares were sold pursuant to a pre-established Rule 10b5-1 plan.

Represents the weighted average share price of the Issuer's common stock sold in the price range of \$120.50 to \$121.00. The reporting

(2) person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of the Issuer's common stock sold in the price range of \$121.25 to \$121.75. The reporting

(3) person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of the Issuer's common stock sold in the price range of \$122.00 to \$122.75. The reporting

(4) person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

Represents the weighted average share price of the Issuer's common stock sold in the price range of \$123.00 to \$123.50. The reporting

(5) person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.

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.