

AUTONATION, INC.  
 Form 4  
 April 23, 2014

**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 \*  
**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)  
**04/21/2014**

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 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   |
| Common Stock, par value \$0.01 per share | 04/21/2014                           |  | M                              |   | 26,429  | A  | \$ 10.17  |
| Common Stock, par value \$0.01 per share | 04/21/2014                           |  | M                              |   | 8,001   | A  | \$ 9.92   |
| Common Stock, par value \$0.01 per share | 04/21/2014                           |  | M                              |   | 8,499   | A  | \$ 16.99  |
|  |                                      |  |                                |   | 140,892   | D  |   |
|  |                                      |  |                                |   | 148,893   | D  |   |
|  |                                      |  |                                |   | 157,392   | D  |   |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/21/2014 S 42,929 D \$ 54.8935 114,463 D  
(1)

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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 10.17   | 04/21/2014                           |  | M                              | 26,429  | <u>(2)</u> 07/30/2018                                    | Common Stock, par value \$0.01 per share 26,429               |
| Employee Stock Option (right to buy)       | \$ 9.92  | 04/21/2014                           |  | M                              | 8,001   | <u>(3)</u> 03/02/2019                                    | Common Stock, par value \$0.01 per share 8,001                |
| Employee Stock Option (right to buy)       | \$ 16.99   | 04/21/2014                           |  | M                              | 8,499   | <u>(3)</u> 03/02/2019                                    | Common Stock, par value \$0.01 per share 8,499                |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

04/23/2014

\_\_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).

- This transaction was executed in multiple trades at prices ranging from \$54.54 to \$55.16. The price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
  - (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2008.
  - (3) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2009.

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