AUTONATION INC /FL

Form 4

August 06, 2009

FORM 4

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

OMB

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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,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting P WESTFALL KEVIN P | erson <u>*</u> | 2. Issuer Name and Ticker or Trading Symbol AUTONATION INC /FL [AN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|----------------|---|--|--|--|
| (Last) (First) (M | liddle) | 3. Date of Earliest Transaction | | | |
| 110 SE 6TH STREET | | (Month/Day/Year) 08/04/2009 | Director 10% Owner X Officer (give title Other (specify below) SVP - Sales | | |
| (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |

Filed(Month/Day/Year)

FT. LAUDERDALE, FL 33301

| (City) | (State) | (Zip) Table | e I - Non-D | erivative | Secur | ities Acqu | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|----------------------------------|-------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | spose | d of (D) | 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) |
| Common Stock | 08/04/2009 | | M | 4,073 | A | \$ 10.17 | 14,469 | D | |
| Common Stock | 08/04/2009 | | S | 5,071 | D | \$ 20.5 | 9,398 | D | |
| Common Stock | | | | | | | 1,773 | I | By 401(k) Plan |

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

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Applicable Line)

Person

X Form filed by One Reporting Person Form filed by More than One Reporting

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number.

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. Transacti Code (Instr. 8) | 5. Number 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 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 | 08/04/2009 | | M | 4,073 | <u>(1)</u> | 07/30/2018 | Common Stock | 4,073 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| WESTFALL KEVIN P | | | | | | | |
| 110 SE 6TH STREET | | | SVP - Sales | | | | |
| FT. LAUDERDALE, FL 33301 | | | | | | | |

Signatures

/s/ Jonathan P. Ferrando,
Attorney-in-Fact
08/06/2009

**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) The option vests in 25% annual installments over four years on the anniversary of the date of grant (July 30, 2008). The option vested as to 4,073 shares on July 30, 2009.
- (2) N/A

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.

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