#### **DEBOER SIDNEY B**

Form 4

March 13, 2013

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEBOER SIDNEY B			2. Issuer Name <b>and</b> 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		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
		EET	(Month/Day/Year) 03/12/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MEDFORD, OR 97501			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	03/12/2013		F	6,367 (1)	D	\$ 45.07	123,661	D	
Class A Common Stock	03/13/2013		S	400	D	\$ 45.36	123,261	D	
Class A Common Stock	03/13/2013		S	2,016	D	\$ 45.37	121,245	D	
Class A Common	03/13/2013		S	4,000	D	\$ 45.38	117,245	D	

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Stock								
Class A Common Stock	03/13/2013	S	1,200	D	\$ 45.44	116,045	D	
Class A Common Stock	03/13/2013	S	1,900	D	\$ 45.45	114,145	D	
Class A Common Stock	03/13/2013	S	100	D	\$ 45.46	104,045	D	
Class A Common Stock	03/13/2013	S	100	D	\$ 45.52	113,945	D	
Class A Common Stock	03/13/2013	S	100	D	\$ 45.53	113,845	D	
Class A Common Stock	03/13/2013	S	100	D	\$ 45.57	113,745	D	
Class A Common Stock	03/13/2013	S	1,200	D	\$ 45.58	112,545	D	
Class A Common Stock	03/13/2013	S	200	D	\$ 45.59	112,345	D	
Class A Common Stock	03/13/2013	S	5,200	D	\$ 45.6	107,145	D	
Class A Common Stock	03/13/2013	S	300	D	\$ 45.63	106,845	D	
Class A Common Stock						50,000	I	By DeBoer Familly, LLC (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

## **Reporting Owners**

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

### **Signatures**

Larissa McAlister, Attorney-in-Fact 03/13/2013

\*\*Signature of Reporting Person Da

### **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 withheld by the issuer to cover withholding taxes upon vesting of restricted stock units.
- (2) Sidney B. DeBoer is the trustee of the Sidney B. DeBoer Trust, the majority owner and sole manager of DeBoer Family, LLC.

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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