AUTONATION, INC.

Form 4 March 03, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * WESTFALL KEVIN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol AUTONATION, INC. [AN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
200 SW 1ST A	VE, SUITE	1600	03/01/2010	_X_ Officer (give title Other (specify below) SVP - Sales		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
FORT LAUDE	ERDALE, FI	L 33301	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-De	erivative Sec	urities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any	Code	Disposed of	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(	A) or D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/01/2010		A	5,112 (1) A	, h.a.	14,510	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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#### 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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.2	03/01/2010		A	3,833	(2)	03/01/2020	Common Stock	3,833

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

WESTFALL KEVIN P 200 SW 1ST AVE **SUITE 1600** 

SVP - Sales

FORT LAUDERDALE, FL 33301

## **Signatures**

/s/ Jonathan P. Ferrando, Attorney-in-Fact

03/03/2010

\*\*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).
- These shares of restricted stock vest in four equal annual installments beginning on June 1, 2011, subject to continuous employment with the Company.
- (2) The option vests in four equal annual installments beginning on June 1, 2011, subject to continuous employment with the Company.

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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