

AUTONATION INC /FL

Form 4

May 29, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAMPERT EDWARD S**

(Last) (First) (Middle)

**200 GREENWICH AVENUE**

(Street)

**GREENWICH, CT 06830**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AUTONATION INC /FL [AN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/28/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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  | (A) or (D) Price  |  |   |  |
| Common Stock, par value \$0.01 per share | 05/28/2008                           |  | P                              |   | 504     | A \$ 15.62  | 52,030,586   | I   | See Footnotes <u>(1)</u> <u>(8)</u> <u>(9)</u> |
| Common Stock, par value \$0.01 per share | 05/28/2008                           |  | P                              |   | 191,688 | A \$ 15.75  | 52,222,274   | I   | See Footnotes <u>(1)</u> <u>(8)</u> <u>(9)</u> |
| Common Stock, par                        | 05/28/2008                           |  | P                              |   | 5,544   | A \$ 15.74  | 52,227,818   | I   | See Footnotes                                  |

|  |            |   |         |   |          |            |   |                           |
|--|------------|---|---------|---|----------|------------|---|---------------------------|
| value                                    |            |   |         |   |          |            |   | (1) (8) (9)               |
| \$0.01 per share                         |            |   |         |   |          |            |   |                           |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 924     | A | \$ 15.73 | 52,228,742 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 1,092   | A | \$ 15.7  | 52,229,834 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 5,964   | A | \$ 15.72 | 52,235,798 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 1,596   | A | \$ 15.71 | 52,237,394 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 105,672 | A | \$ 15.65 | 52,343,066 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 4,536   | A | \$ 15.64 | 52,347,602 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 8,064   | A | \$ 15.63 | 52,355,666 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 20,412  | A | \$ 15.6  | 52,376,078 | I | See Footnotes (1) (8) (9) |
| Common Stock, par value                  | 05/28/2008 | P | 84      | A | \$ 15.61 | 52,376,162 | I | See Footnotes (1) (8) (9) |

|  |            |   |        |   |          |            |   |                           |
|--|------------|---|--------|---|----------|------------|---|---------------------------|
| \$0.01 per share                         |            |   |        |   |          |            |   |                           |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 96     | A | \$ 15.62 | 10,050,283 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 36,512 | A | \$ 15.75 | 10,086,795 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 1,056  | A | \$ 15.74 | 10,087,851 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 176    | A | \$ 15.73 | 10,088,027 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 208    | A | \$ 15.7  | 10,088,235 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 1,136  | A | \$ 15.72 | 10,089,371 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 304    | A | \$ 15.71 | 10,089,675 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 20,128 | A | \$ 15.65 | 10,109,803 | I | See Footnotes (3) (8) (9) |
| Common Stock, par value \$0.01 per share | 05/28/2008 | P | 864    | A | \$ 15.64 | 10,110,667 | I | See Footnotes (3) (8) (9) |

share

Common  
Stock, par  
value  
\$0.01 per  
share

05/28/2008

P

1,536

A

\$  
15.63

10,112,203

I

See  
Footnotes  
(3) (8) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

05/28/2008

P

3,888

A

\$ 15.6

10,116,091

I

See  
Footnotes  
(3) (8) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

05/28/2008

P

16

A

\$  
15.61

10,116,107

I

See  
Footnotes  
(3) (8) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

221,701

I

See  
Footnotes  
(2) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

5,712,083

I

See  
Footnotes  
(4) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

61,964

I

See  
Footnotes  
(5) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

2,455,251

I

See  
Footnotes  
(6) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

130,000

D (7) (9)

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

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(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAMPERT EDWARD S<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830     |               | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| ESL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| ESL INVESTORS LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830    |               | X         |         |       |

## Signatures

/s/ Edward S. Lampert (See signatures of Reporting Persons as Exhibit 99.1)

05/29/2008

\_\_\_\_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) These shares of common stock, par value \$0.01 per share ("Shares"), of AutoNation, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (4) These Shares are held by CBL Partners, L.P. ("CBL").
- (5) These Shares are held by ESL Investment Management, L.P. ("ESLIM").
- (6) These Shares are held by RBS Partners, L.P. ("RBS").
- (7) These Shares are held by Edward S. Lampert.
- (8) These Shares represent a portion of a single trade which was allocated between Partners and an account that was established by the investment member of Investors.
- (9) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of the general partner of ESLIM.

### Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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