

DEBOER SIDNEY B
Form 4
April 26, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITHIA HOLDING CO LLC

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/24/2013		C	5,696	A \$ 0	5,696	D
Class A Common Stock	04/24/2013		S	696 ⁽¹⁾	D \$ 47.5	5,000	D
Class A Common Stock	04/24/2013		S	1,100 ⁽¹⁾	D \$ 47.55	3,900	D
Class A Common Stock	04/24/2013		S	100 ⁽¹⁾	D \$ 47.61	3,800	D

Edgar Filing: DEBOER SIDNEY B - Form 4

Class A Common Stock	04/24/2013	S	200 <u>(1)</u>	D	\$ 47.63	3,600	D
Class A Common Stock	04/24/2013	S	200 <u>(1)</u>	D	\$ 47.64	3,400	D
Class A Common Stock	04/24/2013	S	2,900 <u>(1)</u>	D	\$ 47.75	500	D
Class A Common Stock	04/24/2013	S	100 <u>(1)</u>	D	\$ 48.38	400	D
Class A Common Stock	04/24/2013	S	100 <u>(1)</u>	D	\$ 48.4	300	D
Class A Common Stock	04/24/2013	S	100 <u>(1)</u>	D	\$ 48.41	200	D
Class A Common Stock	04/24/2013	S	100 <u>(1)</u>	D	\$ 48.62	100	D
Class A Common Stock	04/24/2013	S	100 <u>(1)</u>	D	\$ 48.63	0	D
Class A Common Stock	04/25/2013	C	122,100	A	\$ 0	122,100	D
Class A Common Stock	04/25/2013	S	400 <u>(1)</u>	D	\$ 47.93	121,700	D
Class A Common Stock	04/25/2013	S	500 <u>(1)</u>	D	\$ 47.94	121,200	D
Class A Common Stock	04/25/2013	S	200 <u>(1)</u>	D	\$ 47.95	121,000	D
Class A Common Stock	04/25/2013	S	400 <u>(1)</u>	D	\$ 47.96	120,600	D
Class A Common Stock	04/25/2013	S	600 <u>(1)</u>	D	\$ 47.97	120,000	D
Class A Common	04/25/2013	S	400 <u>(1)</u>	D	\$ 47.99	119,600	D

Edgar Filing: DEBOER SIDNEY B - Form 4

Stock

Class A Common Stock	04/25/2013	S	1,200 <u>(1)</u>	D	\$ 48.03	118,400	D
Class A Common Stock	04/25/2013	S	600 <u>(1)</u>	D	\$ 48.04	117,800	D
Class A Common Stock	04/25/2013	S	200 <u>(1)</u>	D	\$ 48.05	117,600	D
Class A Common Stock	04/25/2013	S	10,000 <u>(1)</u>	D	\$ 48.06	107,600	D
Class A Common Stock	04/25/2013	S	1,716 <u>(1)</u>	D	\$ 48.08	105,884	D
Class A Common Stock	04/25/2013	S	700 <u>(1)</u>	D	\$ 48.09	105,184	D
Class A Common Stock	04/25/2013	S	863 <u>(1)</u>	D	\$ 48.1	104,321	D
Class A Common Stock	04/25/2013	S	391 <u>(1)</u>	D	\$ 48.11	103,930	D
Class A Common Stock	04/25/2013	S	200 <u>(1)</u>	D	\$ 48.13	103,730	D
Class A Common Stock	04/25/2013	S	30 <u>(1)</u>	D	\$ 48.14	103,700	D
Class A Common Stock	04/25/2013	S	1,928 <u>(1)</u>	D	\$ 48.15	101,772	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

Edgar Filing: DEBOER SIDNEY B - Form 4

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	04/24/2013		C	5,696	(2)	(2)	Class A Common Stock	5,696
Class B Common Stock	(2)	04/25/2013		C	122,100	(2)	(2)	Class A Common Stock	122,100

Reporting Owners

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

Signatures

Larissa McAlister, Attorney-in-Fact for Lithia Holding Company, L.L.C. and Sidney B. DeBoer 04/26/2013

__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) Shares were sold pursuant to a pre-established Rule 10b5-1 plan.

(2) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

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.