

AUTONATION, INC.
Form 4
July 24, 2012

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWLEY WILLIAM C

(Last) (First) (Middle)
200 SW 1ST AVE, SUITE 1600
(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTONATION, INC. [AN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 07/20/2012 | | M | | 20,000 | A | \$ 12.56 |
| Common Stock, par value \$0.01 per share | 07/20/2012 | | M | | 20,000 | A | \$ 18.37 |
| Common Stock, par value \$0.01 per share | 07/20/2012 | | M | | 20,000 | A | \$ 19.21 |

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| | | | | | | | | |
|--|------------|---|--------|---|----------|---------|------------------|-----------------------------|
| Common Stock, par value \$0.01 per share | 07/20/2012 | M | 20,000 | A | \$ 21.73 | 169,545 | D ⁽¹⁾ | |
| Common Stock, par value \$0.01 per share | 07/20/2012 | F | 35,250 | D | \$ 40.78 | 134,295 | D ⁽¹⁾ | |
| Common Stock, par value \$0.01 per share | | | | | | 83,545 | I | See footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 9,151 | I | See footnote ⁽³⁾ |

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.

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(9-02)

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 12.56 | 07/20/2012 | | M | 20,000 | 01/02/2003 01/02/2013 | Common Stock, par value \$0.01 per share 20,000 |
| Stock Option (right to buy) | \$ 18.37 | 07/20/2012 | | M | 20,000 | 01/02/2004 01/02/2014 | Common Stock, par value \$0.01 per share 20,000 |
| | \$ 19.21 | 07/20/2012 | | M | 20,000 | 01/03/2005 01/03/2015 | 20,000 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|--|---|--------|------------|------------|--|--|
| Stock Option (right to buy) | | | | | | | | | Common Stock, par value \$0.01 per share |
| Stock Option (right to buy) | \$ 21.73 | 07/20/2012 | | M | 20,000 | 01/03/2006 | 01/03/2016 | | Common Stock, par value \$0.01 per share |
| | | | | | | | | | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWLEY WILLIAM C 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301 | | X | | |

Signatures

/s/ William C.
Crowley

07/24/2012

**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 are held directly by William C. Crowley.
 - (2) These shares are held by Tynan, LLC, a limited liability company of which Mr. Crowley is the manager and a member.
 - (3) These shares are held in a grantor retained annuity trust, of which Mr. Crowley is the trustee.

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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