

AUTONATION, INC.
 Form 4
 October 03, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERRANDO JONATHAN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Gen Counsel & Secretary

(Street)
FORT LAUDERDALE, FL 33301

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 10/01/2012 | | M ⁽¹⁾ | 19,916 A | \$ 19.21 | 56,916 | D ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 10/01/2012 | | S ⁽¹⁾ | 17,916 D | \$ 43.79 | 39,000 | D ⁽²⁾ |
| Common Stock, par | 10/03/2012 | | M ⁽¹⁾ | 15,000 A | \$ 19.21 | 54,000 | D ⁽²⁾ |

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/03/2012

S⁽¹⁾

14,000 D

\$
44.79 40,000

D⁽²⁾

Common
Stock, par
value
\$0.01 per
share

1,767

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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(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 |
| Employee Stock Option (right to buy) | \$ 19.21 | 10/01/2012 | | M ⁽¹⁾ | 19,916 | ⁽³⁾ 07/30/2017 | Common Stock, par value \$0.01 per share 19,916 |
| Employee Stock Option (right to buy) | \$ 19.21 | 10/03/2012 | | M ⁽¹⁾ | 15,000 | ⁽³⁾ 07/30/2017 | Common Stock, par value \$0.01 per share 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FERRANDO JONATHAN P
200 SW 1ST AVE
SUITE 1600
FORT LAUDERDALE, FL 33301

EVP, Gen
Counsel &
Secretary

Signatures

/s/ Jonathan P. 10/03/2012
Ferrando

__Signature of Reporting Date
 Person

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) Transaction completed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2012.
- (2) Includes 33,000 shares owned by the reporting person and his wife as tenants by the entirety.
- (3) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2007.

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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