AUTONATION, INC.

Form 4

September 17, 2014

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

OMB APPROVAL

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obligations

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may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MAROONE MICHAEL E			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)	3. Date of Earliest Transaction	(Check an applicable)		
200 SW 1ST AVE, SUITE 1600		1600	(Month/Day/Year) 09/15/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Director, President and COO		
(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)	(Zip) Tab	ole I - Non-	Derivative Se	curities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Omr Disposed of (Instr. 3, 4 and (A		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	09/15/2014		M	78,400 A		78,400	D	
Common Stock, par value \$0.01 per share	09/15/2014		S	78,400 D	\$ 51.8544	0	D	
Common Stock, par	09/16/2014		M	21,600 A	\$ 10.17	21,600	D	

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	09/16/2014	S	21,600	D	\$ 51.7813 (2)	0	D	
Common Stock, par value \$0.01 per share						1,529,409	I	See footnote (3)
Common Stock, par value \$0.01 per share						1,537	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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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 10.17	09/15/2014		M	78,400	<u>(4)</u>	07/30/2018	Common Stock, par value \$0.01 per share	78,400
Employee Stock Option (right to	\$ 10.17	09/16/2014		M	21,600	<u>(4)</u>	07/30/2018	Common Stock, par value \$0.01 per	21,600

buy) share

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 5	Director	10% Owner	Officer	Other			
MAROONE MICHAEL E 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301	X		Director, President and COO				

Signatures

/s/ Michael E.

Maroone

**Signature of Reporting

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).
- This transaction was executed in multiple trades at prices ranging from \$51.79 to \$51.98. The price reported above reflects the weighted (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$51.65 to \$51.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) These shares are held by Michael Maroone Family Partnership, a Nevada limited partnership controlled by the reporting person.
- (4) The option became exercisable in 25% annual increments on each of the first four anniversaries of July 30, 2008.

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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