LITHIA MOTORS INC

Form 4

September 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BECKER THOMAS R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			LITHIA MOTORS INC [LAD]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
360 E. JACKSON ST.			(Month/Day/Year) 09/03/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MEDFORD	OR 97501			Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly 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 nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common	09/03/2009		P	100	A	\$ 12	37,862	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. onNumber 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 29.42					09/11/2004	03/11/2010	Class A Common	2,000	
Stock Option (2000) (NDNQ) (right to buy)	\$ 16.75					07/06/2000	01/06/2010	Class A Common	1,000	
Stock Option (2001dir) (right to buy)	\$ 19.24					06/26/2002	12/26/2011	Class A Common	1,000	
Stock Option (2002dr) (right to buy)	\$ 15.13					06/26/2003	12/26/2012	Class A Common	1,000	
Stock Option (right to buy)	\$ 26.6					07/25/2005	01/25/2011	Class A Common	2,000	
Stock Option (2001) (NDNQ) (right to buy)	\$ 11.81					05/26/2001	12/26/2010	Class A Common	1,000	
Stock Option (right to	\$ 31.67					09/10/2006	03/10/2012	Class A Common	2,000	

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buy)					
Stock Option (right to buy)	\$ 28.34	09/09/2007	03/09/2013	Class A Common	2,000
Stock Option (right to buy)	\$ 9.38	09/10/2008	03/10/2014	Class A Common	2,000
Stock Option (right to buy)	\$ 4.96	05/30/2009	09/02/2014	Class A Common	2,000
Stock Option (right to buy)	\$ 3.23	<u>(1)</u>	05/01/2015	Class A Common	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BECKER THOMAS R 360 E. JACKSON ST. MEDFORD, OR 97501	X						

Signatures

Reporting Person

/s/ Becker,
Thomas R.

**Signature of 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) This option vests on the date of the next annual shareholders meeting.

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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