Stephan Michael J Form 4 July 27, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

See Instruction

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

0.5 response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stephan Michael J			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)
			(Month/Day/Year)	Director 10% Owner
200 SW 1ST A	VE, SUITE	1600	07/26/2010	_X_ Officer (give title Other (specify below)
				VP - Corporate Controller
	(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
FORT LAUDE	RDALE, FI	33301		Form filed by More than One Reporting Person

(City)	(State) ((Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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)	3. 4. Securities Acquired Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/26/2010		M	5,805	A	\$ 19.21	11,577	D	
Common Stock	07/26/2010		M	1,429	A	\$ 10.17	13,006	D	
Common Stock	07/26/2010		M	350	A	\$ 9.92	13,356	D	
Common Stock	07/26/2010		M	350	A	\$ 16.99	13,706	D	
Common Stock	07/26/2010		M	350	A	\$ 18.02	14,056	D	

Edgar Filing: Stephan Michael J - Form 4

Common Stock	07/26/2010	M	350	A	\$ 17.7	14,406	D
Common Stock	07/26/2010	S	8,634	D	\$ 24.41	5,772	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)

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)	Securities	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	07/26/2010		М	5,805	<u>(1)</u>	07/30/2017	Common Stock	5,805
Employee Stock Option (right to buy)	\$ 10.17	07/26/2010		M	1,429	(2)	07/30/2018	Common Stock	1,429
Employee Stock Option (right to buy)	\$ 9.92	07/26/2010		M	350	(3)	03/02/2019	Common Stock	350
Employee Stock Option (right to buy)	\$ 16.99	07/26/2010		M	350	<u>(4)</u>	03/02/2019	Common Stock	350
• ,	\$ 18.02	07/26/2010		M	350	<u>(5)</u>	03/02/2019		350

Edgar Filing: Stephan Michael J - Form 4

Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 17.7	07/26/2010	М	350	<u>(6)</u>	03/02/2019	Common Stock	350

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Stephan Michael J			VP -				
200 SW 1ST AVE			' -				
SUITE 1600			Corporate				
FORT LAUDERDALE EL 33301			Controller				

Signatures

/s/ Jonthan P. Ferrando, Attorney-in-Fact

07/27/2010

**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).
- The option, representing a right to purchase a total of 11,611 shares (as of the grant date) at a purchase price equal to \$19.21 per share, vested as to 25% of the underlying shares on each of July 30, 2008 and July 30, 2009, and will vest as to an additional 25% on each of July 30, 2010 and July 30, 2011, subject to continuous employment with the Company. The option was exercised with respect to a total of 5,805 shares that vested on July 30, 2008 and July 30, 2009.
- The option, representing a right to purchase a total of 5,719 shares (as of the grant date) at a purchase price equal to \$10.17 per share, vested as to 25% of the underlying shares on July 30, 2009, and will vest as to an additional 25% on each of July 30, 2010, July 30, 2011 and July 30, 2012, subject to continuous employment with the Company. The option was exercised with respect to the 1,429 shares that vested on July 30, 2009.
- The option, representing a right to purchase a total of 1,402 shares (as of the grant date) at a purchase price equal to \$9.92 per share, vested as to 25% of the underlying shares on June 1, 2010, and will vest as to an additional 25% on each of June 1, 2011, June 1, 2012 and June 1, 2013, subject to continuous employment with the Company. The option was exercised with respect to the 350 shares that vested on June 1, 2010.
- The option, representing a right to purchase a total of 1,402 shares (as of the grant date) at a purchase price equal to \$16.99 per share, vested as to 25% of the underlying shares on June 1, 2010, and will vest as to an additional 25% on each of June 1, 2011, June 1, 2012 and June 1, 2013, subject to continuous employment with the Company. The option was exercised with respect to the 350 shares that vested on June 1, 2010.
- The option, representing a right to purchase a total of 1,402 shares (as of the grant date) at a purchase price equal to \$18.02 per share, vested as to 25% of the underlying shares on June 1, 2010, and will vest as to an additional 25% on each of June 1, 2011, June 1, 2012 and June 1, 2013, subject to continuous employment with the Company. The option was exercised with respect to the 350 shares that vested on June 1, 2010.

(6)

Reporting Owners 3

Edgar Filing: Stephan Michael J - Form 4

The option, representing a right to purchase a total of 1,402 shares (as of the grant date) at a purchase price equal to \$17.70 per share, vested as to 25% of the underlying shares on June 1, 2010, and will vest as to an additional 25% on each of June 1, 2011, June 1, 2012 and June 1, 2013, subject to continuous employment with the Company. The option was exercised with respect to the 350 shares that vested on June 1, 2010.

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.