

AUTONATION, INC.

Form 4

March 10, 2017

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

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

(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)  
03/08/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP - GC, Corp Dev & HR

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/08/2017                              |                                                             | M                                    | 7,335 A \$ 19.64                                                        | 57,335                                                                                                             | D <sup>(1)</sup>                                                        |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/08/2017                              |                                                             | M                                    | 38,341 A \$ 23.21                                                       | 95,676                                                                                                             | D <sup>(1)</sup>                                                        |                                                                   |
| Common<br>Stock, par                                 | 03/08/2017                              |                                                             | M                                    | 38,341 A \$ 26.49                                                       | 134,017                                                                                                            | D <sup>(1)</sup>                                                        |                                                                   |

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value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

03/08/2017

M

4,201

A

\$ 32.5

138,218

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/08/2017

S

88,218

D

\$  
45.6167  
(2)

50,000

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/09/2017

M

29,102

A

\$ 32.5

79,102

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/09/2017

M

33,303

A

\$ 34.51

112,405

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/09/2017

M

3,412

A

\$ 40.37

115,817

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/09/2017

S

65,817

D

\$  
45.0381  
(3)

50,000

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/10/2017

M

29,891

A

\$ 40.37

79,891

D (1)

Common  
Stock, par  
value  
\$0.01 per  
share

03/10/2017

M

33,303

A

\$ 35.99

113,194

D (1)

Common  
Stock, par  
value

03/10/2017

M

30,270

A

\$ 34.09

143,464

D (1)

\$0.01 per  
shareCommon  
Stock, par

value 03/10/2017

\$0.01 per

share

\$  
44.9384 50,000 D (1)  
(4)

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of Shares                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 19.64                                                           | 03/08/2017                              |                                                             | M                                    | 7,335                                                                                                        | <u>(5)</u> 03/01/2020                                          | Common<br>Stock, par<br>value 7,335<br>\$0.01 per<br>share          |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 23.21                                                           | 03/08/2017                              |                                                             | M                                    | 38,341                                                                                                       | <u>(5)</u> 03/01/2020                                          | Common<br>Stock, par<br>value 38,341<br>\$0.01 per<br>share         |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 26.49                                                           | 03/08/2017                              |                                                             | M                                    | 38,341                                                                                                       | <u>(5)</u> 03/01/2020                                          | Common<br>Stock, par<br>value 38,341<br>\$0.01 per<br>share         |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 32.5                                                            | 03/08/2017                              |                                                             | M                                    | 4,201                                                                                                        | <u>(6)</u> 03/01/2021                                          | Common<br>Stock, par<br>value 4,201<br>\$0.01 per<br>share          |

|                                                  |          |            |   |        |            |            |                                                      |        |
|--------------------------------------------------|----------|------------|---|--------|------------|------------|------------------------------------------------------|--------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 32.5  | 03/09/2017 | M | 29,102 | <u>(6)</u> | 03/01/2021 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 29,102 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 34.51 | 03/09/2017 | M | 33,303 | <u>(6)</u> | 03/01/2021 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 33,303 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 40.37 | 03/09/2017 | M | 3,412  | <u>(6)</u> | 03/01/2021 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 3,412  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 40.37 | 03/10/2017 | M | 29,891 | <u>(6)</u> | 03/01/2021 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 29,891 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 35.99 | 03/10/2017 | M | 33,303 | <u>(6)</u> | 03/01/2021 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 33,303 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 34.09 | 03/10/2017 | M | 30,270 | <u>(7)</u> | 03/01/2022 | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 30,270 |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                         |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                 | Other |
| FERRANDO JONATHAN P<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 |               |           | EVP - GC, Corp Dev & HR |       |

## Signatures

/s/ Jonathan P.  
Ferrando

03/10/2017

\_\_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) Includes 33,000 shares owned by the reporting person and his wife as tenants by the entirety.

This transaction was executed in multiple trades at prices ranging from \$45.49 to \$45.81. The price reported above reflects the weighted

(2) 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 \$44.7050 to \$45.53. The price reported above reflects the

(3) 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.

This transaction was executed in multiple trades at prices ranging from \$44.77 to \$45.18. The price reported above reflects the weighted

(4) 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.

(5) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010.

(6) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011.

(7) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012.

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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