

AUTONATION, INC.
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
WESTFALL KEVIN 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)
06/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Sales

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)
			Code	V	Amount	(D)	Price
Common Stock	05/31/2011		M		19,002	A	\$ 20.94
Common Stock	05/31/2011		M		998	A	\$ 18.02
Common Stock	05/31/2011		S		20,000	D	\$ 34.8001 (1)
Common Stock	06/01/2011		M		14,002	A	\$ 21.59
Common Stock	06/01/2011		M		5,998	A	\$ 20.94

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Common Stock	06/01/2011		S	20,000	D	\$ 35.0095 <u>(2)</u>	11,513	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 20.94	05/31/2011		M	19,002	<u>(3)</u> 09/07/2015	Common Stock	19,002
Employee Stock Option (right to buy)	\$ 18.02	05/31/2011		M	998	<u>(4)</u> 03/02/2019	Common Stock	998
Employee Stock Option (right to buy)	\$ 21.59	06/01/2011		M	14,002	<u>(5)</u> 08/01/2015	Common Stock	14,002
Employee Stock Option (right to buy)	\$ 20.94	06/01/2011		M	5,998	<u>(3)</u> 09/07/2015	Common Stock	5,998
Employee Stock Option (right to buy)	\$ 34.51	06/01/2011		A	3,329	<u>(6)</u> 03/01/2021	Common Stock	3,329

