

LITHIA MOTORS INC
 Form 4/A
 April 18, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBOER SIDNEY B

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
04/18/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Class A Common Stock	04/14/2016		J ⁽¹⁾	33,068 D	\$ 88.98 ⁽²⁾ 65,820 ⁽³⁾	I	By DeBoer Family LLC ⁽⁴⁾
Class A Common Stock					163,441 ⁽⁵⁾	D	
Class A Common Stock					2,349 ⁽⁶⁾	I	By wife jointly

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

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(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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 150 N. BARTLETT STREET MEDFORD, OR 97501		X		

Signatures

/s/ Larissa McAlister,
Attorney-in-Fact

04/18/2016

**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) Distribution from DeBoer Family LLC to certain members of DeBoer Family LLC, not including the Sidney B. DeBoer Trust. Shares distributed to the Sidney B. DeBoer Trust are reported on the next row down in Table I.
- DeBoer Family LLC redeemed membership interests in DeBoer Family LLC from certain of the members of DeBoer Family LLC. The price shown is the value of one share of the issuer's Class A Common Stock at the close of the New York Stock Exchange on April 14, 2016.
- (2) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class A Common Stock owned by DeBoer Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3)

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- (4) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. DeBoer Family LLC is the direct owner of the securities shown in column 5 of Table I, and the Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC.
- (5) These shares were received in redemption of the Sidney B. DeBoer Trust's membership interest in DeBoer Family LLC. In prior reports, the reporting person reported beneficial ownership of these shares indirectly through DeBoer Family LLC.
- (6) These shares were received in redemption of the Sidney B. DeBoer Trust's membership interest in DeBoer Family LLC and transferred to the reporting person's wife. In prior reports, the reporting person reported beneficial ownership of these shares indirectly through DeBoer Family LLC.

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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