AUTONATION, INC.
Form 4
February 08, 2011

FORM 4

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

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

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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).

(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)
02/04/2011

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)
SVP - Sales

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 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	(A) or (D)	Price			
Common Stock	02/04/2011		M		18,950	A	$ 17	27,642	D	
Common Stock	02/04/2011		M		998	A	$ 16.99	28,640	D	
Common Stock	02/04/2011		M		998	A	$ 17.7	29,638	D	
Common Stock	02/04/2011		S		20,946	D	$ 30.4267 (1)	8,692	D	
Common Stock	02/08/2011		M		37,215	A	$ 19.21	45,907	D	

Common Stock	02/08/2011		S	37,215	D	$ 32.25	8,692	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 17	02/04/2011		M			18,950	(2)	07/28/2013	Common Stock	18,950
Employee Stock Option (right to buy)	$ 16.99	02/04/2011		M			998	(3)	03/02/2019	Common Stock	998
Employee Stock Option (right to buy)	$ 17.7	02/04/2011		M			998	(4)	03/02/2019	Common Stock	998
Employee Stock Option (right to buy)	$ 19.21	02/08/2011		M			37,215	(5)	07/30/2017	Common Stock	37,215

Reporting Owners

Reporting Owner Name / Address	Relationships

Director	10% Owner	Officer	Other

WESTFALL KEVIN P
200 SW 1ST AVE
SUITE 1600
FORT LAUDERDALE, FL 33301

SVP - Sales

Signatures

/s/ Jonathan P. Ferrando, Attorney-in-Fact	02/08/2011
**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) This transaction was executed in multiple trades at prices ranging from $30.31 to $30.51. The price reported above reflects the 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.

(2) The option, representing a right to purchase a total of 57,900 shares (as of the grant date) at an exercise price equal to $17.00 per share, vested as to 25% of the underlying shares on each of July 28, 2004, July 28, 2005, July 28, 2006 and July 28, 2007.

(3) The option, representing a right to purchase a total of 3,992 shares (as of the grant date) at an exercise 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.

(4) The option, representing a right to purchase a total of 3,992 shares (as of the grant date) at an exercise 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.

(5) The option, representing a right to purchase a total of 49,620 shares (as of the grant date) at an exercise price equal to $19.21 per share, vested as to 25% of the underlying shares on each of July 30, 2008, July 30, 2009 and July 30, 2010, and will vest as to an additional 25% on July 30, 2011, subject to continuous employment with the Company.

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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