

AUTONATION, INC.
 Form 4
 June 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
JACKSON 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)
200 SW 1ST AVE, SUITE 1600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

FORT LAUDERDALE, FL 33301
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------------|--|------|---|-------|-----|------------------|-----------------|--|----------------------------|
| Employee Stock Option (right to buy) | \$ 34.09 | 06/01/2016 | J ⁽¹⁾ | V | | | 5,260 | | ⁽²⁾ | 03/01/2022 | Common Stock, par value \$0.01 per share | 5,260 |
| Employee Stock Option (right to buy) | \$ 35 | 06/01/2016 | J ⁽¹⁾ | V | | | 5,260 | | ⁽²⁾ | 03/01/2022 | Common Stock, par value \$0.01 per share | 5,260 |
| Employee Stock Option (right to buy) | \$ 41.16 | 06/01/2016 | J ⁽¹⁾ | V | | | 5,260 | | ⁽²⁾ | 03/01/2022 | Common Stock, par value \$0.01 per share | 5,260 |
| Employee Stock Option (right to buy) | \$ 38.63 | 06/01/2016 | J ⁽¹⁾ | V | | | 5,260 | | ⁽²⁾ | 03/01/2022 | Common Stock, par value \$0.01 per share | 5,260 |
| Employee Stock Option (right to buy) | \$ 43.45 | 06/01/2016 | J ⁽¹⁾ | V | | | 4,546 | | ⁽³⁾ | 03/01/2023 | Common Stock, par value \$0.01 per share | 4,546 |
| Employee Stock Option (right to buy) | \$ 46.22 | 06/01/2016 | J ⁽¹⁾ | V | | | 4,546 | | ⁽³⁾ | 03/01/2023 | Common Stock, par value \$0.01 per share | 4,546 |
| Employee Stock Option (right to buy) | \$ 47.25 | 06/01/2016 | J ⁽¹⁾ | V | | | 4,546 | | ⁽³⁾ | 03/01/2023 | Common Stock, par value \$0.01 per share | 4,546 |
| Employee Stock | \$ 48.8 | 06/01/2016 | J ⁽¹⁾ | V | | | 4,546 | | ⁽³⁾ | 03/01/2023 | Common Stock, par | 4,546 |

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| | | | | | | | | | | |
|--|----------|------------|------------------|---|-------|------------------|------------|--|------------------------------|--|
| Option (right to buy) | | | | | | | | | value \$0.01 per share | |
| Employee Stock Option (right to buy) | \$ 52.65 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁴) | 03/03/2024 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 57.44 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁴) | 03/03/2024 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 54.04 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁴) | 03/03/2024 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 58.29 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁴) | 03/03/2024 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 62.6 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁵) | 03/02/2025 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 62.93 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁵) | 03/02/2025 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 58.08 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁵) | 03/02/2025 | Common Stock, par value \$0.01 per share | 8,570 | |
| Employee Stock Option (right to buy) | \$ 64.48 | 06/01/2016 | J ⁽¹⁾ | V | 8,570 | (⁵) | 03/02/2025 | Common Stock, par value \$0.01 per share | 8,570 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKSON MICHAEL J 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301 | X | | Chairman, CEO & President | |

Signatures

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

06/02/2016

**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) Disposition pursuant to a transaction that is exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16a-12 under the Exchange Act.
 - (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012.
 - (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013, subject to continuous employment with the Company.
 - (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.
 - (5) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, 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. 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.