

DEBOER BRYAN B  
Form 4  
August 09, 2005

**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 BRYAN B**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**360 E. JACKSON ST.**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/08/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr VP, Mergers**

(Street)  
**MEDFORD, OR 97501**

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 Following 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)	Price		
Class A Common	08/08/2005		S	1,000 D	\$ 30.03	13,550	D
Class A Common	08/08/2005		S	1,000 D	\$ 30.06	12,550	D
Class A Common	08/08/2005		S	1,000 D	\$ 30.11	11,550	D
Class A Common	08/08/2005		S	1,000 D	\$ 30.21	10,550	D
Class A Common	08/09/2005		S	1,000 D	\$ 29.98	9,550	D

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Class A Common	08/09/2005	S	1,000	D	\$ 30.01	8,550	D
Class A Common	08/09/2005	S	1,000	D	\$ 29.95	7,550	D

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 required to respond unless the form displays a currently valid OMB control number.**

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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 or Number of Shares
Class B Common	\$ 0					(1) (1)	Class A Common	1,871
Class B Common	\$ 0					(1) (1)	Class A Common	66,348
Stock Option (1997) (NQ) (right to buy)	\$ 1					(2) 12/31/2005	Class A Common	1,455
Stock Option (2000c) (NQ) (right to buy)	\$ 16.75					(3) 01/06/2010	Class A Common	5,554
Stock Option	\$ 15.13					12/26/2007 12/26/2012	Class A Common	8,000

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(2002nq) (right to buy)					
Stock Option (right to buy)	\$ 29.42	03/11/2009	03/11/2010	Class A Common	12,000
Stock Option (right to buy)	\$ 27.58	02/09/2010	02/09/2011	Class A Common	16,002
Stock Option (1998bj) (NQ) (right to buy)	\$ 14.75	01/01/2003	12/31/2005	Class A Common	4,000
Stock Option (1999bj) (NQ) (right to buy)	\$ 16.5	01/01/2004	01/01/2009	Class A Common	4,000
Stock Option (2000ab) (NQ) (right to buy)	\$ 16.75	<u>(4)</u>	01/06/2010	Class A Common	14,446
Stock Option (2000bj) (NQ) (right to buy)	\$ 16.75	01/06/2005	01/06/2010	Class A Common	4,000
Stock Option (2001) (NQ) (right to buy)	\$ 1	12/26/2005	12/26/2010	Class A Common	8,000
Stock Option (2001nq) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER BRYAN B 360 E. JACKSON ST. MEDFORD, OR 97501			Sr VP, Mergers	

## Signatures

By: Cliff E. Spencer, Attorney  
in Fact

08/09/2005

\_\_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) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (2) The options vest as to 20% of the total grant on the date of grant and 20% each anniversary date thereafter.
- (3) The options vest as to 50% of total grant on 3rd anniversary of grant date and remaining 50% on 4th anniversary date.
- (4) The option vests as follows: 4,000 on 1/6/01; 4,000 on 1/6/02; 2,447 on 1/6/03; 2,029 on 1/6/04 and 1,970 on 1/6/05

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.