

Santander Consumer USA Holdings Inc.
 Form 4
 May 06, 2015

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 *
 Dundon Thomas G.

 (Last) (First) (Middle)
 SANTANDER CONSUMER USA HOLDINGS INC., 1601 ELM ST., STE 800

 (Street)
 DALLAS, TX 75201

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Santander Consumer USA Holdings Inc. [SC]

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2015

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)
 Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/04/2015		M		1,713,246 A \$ 12.1	2,139,133	D
Common Stock	05/04/2015		M		561,382 A \$ 9.21	2,700,515	D
Common Stock	05/04/2015		S ⁽¹⁾		2,274,628 D \$ 24.0983	425,887	D
Common Stock						34,598,506	I by DDFS LLC

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option (right to buy)	\$ 12.1	05/04/2015		M	1,713,246	(2) 12/31/2021	Common Stock	1,713,246	
Stock option (right to buy)	\$ 9.21	05/04/2015		M	561,382	(2) 12/31/2021	Common Stock	561,382	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dundon Thomas G. SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM ST., STE 800 DALLAS, TX 75201	X	X	Chief Executive Officer	

Signatures

/s/ Eldridge A. Burns, Jr.,
Attorney-in-Fact

05/06/2015

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (2) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award was originally time vested, generally based on continued service, and performance vested. In accordance with the company's achievement of certain performance targets, 20% of the options vested upon each of December 31, 2012, and 2013, and the remainder vested upon

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consummation of the initial public offering. All options are currently exercisable.

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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