

AUTONATION, INC.  
Form 4  
February 08, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
FERRANDO JONATHAN P

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)  
02/06/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP - GC, Corp Dev & HR

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 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  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 02/06/2017                           |  | M                              |   | 18,341  | A  | \$ 18.2   |
|  |                                      |  |                                |   | 68,341  |  |   |
|  |                                      |  |                                |   |   | D  | (1)   |
| Common Stock, par value \$0.01 per share | 02/06/2017                           |  | M                              |   | 31,006  | A  | \$ 19.64  |
|  |                                      |  |                                |   | 99,347  |  |   |
|  |                                      |  |                                |   |   | D  | (1)   |
| Common Stock, par                        | 02/06/2017                           |  | S                              |   | 49,347  | D  | \$ 50,000   |
|  |                                      |  |                                |   |   |  | 48.8793   |
|  |                                      |  |                                |   |   | D  | (1)   |

value (2)  
 \$0.01 per  
 share

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)       | \$ 18.2  | 02/06/2017                           |  | M                              | 18,341  | (3) 03/01/2020   | Common Stock, par value \$0.01 per share 18,341               |
| Employee Stock Option (right to buy)       | \$ 19.64   | 02/06/2017                           |  | M                              | 31,006  | (3) 03/01/2020   | Common Stock, par value \$0.01 per share 31,006               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| FERRANDO JONATHAN P<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 |               |           | EVP - GC, Corp Dev & HR |       |

## Signatures

/s/ Jonathan P. Ferrando 02/08/2017

\*\*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) Includes 33,000 shares owned by the reporting person and his wife as tenants by the entirety.

(2) This transaction was executed in multiple trades at prices ranging from \$48.75 to \$49.56. 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.

(3) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2010.

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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