

AUTONATION, INC.
 Form 4
 February 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 *
 McLaren Alan J

(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)
 02/04/2015

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)
 SVP, Customer Care

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/04/2015		M		1,513	A	\$ 34.09
					13,630		
Common Stock, par value \$0.01 per share	02/04/2015		M		1,513	A	\$ 35
					15,143		
Common Stock, par value \$0.01 per share	02/04/2015		M		1,513	A	\$ 41.16
					16,656		

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/04/2015 M 1,513 A \$ 38.63 18,169 D

Common
Stock, par
value
\$0.01 per
share

02/04/2015 S 6,052 D \$
62.877 12,117 D
(1)

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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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.09	02/04/2015		M	1,513	<u>(2)</u> 03/01/2022	Common Stock, par value \$0.01 per share	1,513
Employee Stock Option (right to buy)	\$ 35	02/04/2015		M	1,513	<u>(2)</u> 03/01/2022	Common Stock, par value \$0.01 per share	1,513
Employee Stock Option	\$ 41.16	02/04/2015		M	1,513	<u>(2)</u> 03/01/2022	Common Stock, par value	1,513

