AUTONATION, INC.
Form 4
June 05, 2015

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 *
BROWN ROBERT 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)
06/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock, par value $0.01 per share	06/03/2015		M		1,250	A	$ 34.09	11,450	D	
Common Stock, par value $0.01 per share	06/03/2015		M		1,250	A	$ 35	12,700	D	
Common Stock, par value $0.01 per share	06/03/2015		M		1,250	A	$ 41.16	13,950	D	

Common Stock, par value $0.01 per share	06/03/2015		M	1,250	A	$ 38.63	15,200	D
Common Stock, par value $0.01 per share	06/03/2015		M	1,250	A	$ 43.45	16,450	D
Common Stock, par value $0.01 per share	06/03/2015		M	1,250	A	$ 46.22	17,700	D
Common Stock, par value $0.01 per share	06/03/2015		M	1,250	A	$ 47.25	18,950	D
Common Stock, par value $0.01 per share	06/03/2015		M	1,250	A	$ 48.8	20,200	D
Common Stock, par value $0.01 per share	06/03/2015		S	10,000	D	$ 63	10,200	D

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 (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. F De Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	$ 34.09	06/03/2015		M			1,250	[(1)](#)	03/01/2022		1,250	

Stock Option (right to buy)								Common Stock, par value $0.01 per share	
Stock Option (right to buy)	$ 35	06/03/2015	M	1,250	(1)	03/01/2022		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 41.16	06/03/2015	M	1,250	(1)	03/01/2022		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 38.63	06/03/2015	M	1,250	(1)	03/01/2022		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 43.45	06/03/2015	M	1,250	(2)	03/01/2023		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 46.22	06/03/2015	M	1,250	(2)	03/01/2023		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 47.25	06/03/2015	M	1,250	(2)	03/01/2023		Common Stock, par value $0.01 per share	1,250
Stock Option (right to buy)	$ 48.8	06/03/2015	M	1,250	(2)	03/01/2023		Common Stock, par value $0.01 per share	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BROWN ROBERT J
200 SW 1ST AVE
SUITE 1600
FORT LAUDERDALE, FL 33301

X

Signatures

/s/ Jonathan P. Ferrando, Attorney-in-Fact	06/05/2015
**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 option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, or in full upon termination of Board membership if prior to June 1, 2016.

(2) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013, or in full upon termination of Board membership if prior to June 1, 2017.

Remarks:
Exhibit Index
Exhibit 24 - Power of Attorney

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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