

AUTONATION, INC.
 Form 3
 May 19, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ARNOLD H SCOTT | | (Month/Day/Year) | AUTONATION, INC. [AN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | |
| 200 SW 1ST AVE,Â SUITE 1600 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| FORT LAUDERDALE,Â FLÂ 33301 | | | EVP-Cust Care/Brand Extensions | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 3,162 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|--|-------|----------------------------------|-----|
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 1,376 | \$ 32.5 | D Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 1,376 | \$ 34.51 | D Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 1,376 | \$ 40.37 | D Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 03/01/2021 | Common Stock, par value \$0.01 per share | 1,376 | \$ 35.99 | D Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 03/01/2022 | Common Stock, par value \$0.01 per share | 1,252 | \$ 34.09 | D Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 03/01/2022 | Common Stock, par value \$0.01 per share | 1,252 | \$ 35 | D Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 03/01/2022 | Common Stock, par value \$0.01 per share | 1,252 | \$ 41.16 | D Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 03/02/2025 | Common Stock, par value \$0.01 per share | 1,704 | \$ 58.08 | D Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 03/02/2025 | Common Stock, par value \$0.01 per | 1,704 | \$ 64.48 | D Â |

| | | | | | | | |
|---|-------|------------|---|-------|----------|---|---|
| Employee Stock Option (right to buy) | Â (4) | 03/01/2026 | share Common Stock, par value \$0.01 per share | 8,520 | \$ 52.53 | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock, par value \$0.01 per share | 8,581 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| ARNOLD H SCOTT 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301 | Â | Â | Â EVP-Cust Care/Brand Extensions | Â |

Signatures

/s/ C. Coleman Edmunds,
Attorney-in-Fact

05/19/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011.
- (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012.
- (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, subject to continuous employment with the Company.
- (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of March 1, 2016, subject to continuous employment with the Company.
- (5) The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2017, subject to continuous employment with the Company.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share, of AutoNation, Inc. (the "Company"), or at the Company's election, the cash value thereof.

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Remarks:

ExhibitÂ Index

ExhibitÂ 24Â -Â PowerÂ ofÂ 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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