BENDER JAMES R
Form 3
January 17, 2019

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Â BENDER JAMES R
(Last) (First) (Middle)

200 SW 1ST AVE,Â SUITE 1600
(Street)

FORT LAUDERDALE,Â FLÂ 33301
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/07/2019

3. Issuer Name **and** Ticker or Trading Symbol
AUTONATION, INC. [AN]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP of Sales

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

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 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	3,173	D	Â

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

SEC 1473 (7-02)

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.

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)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	03/01/2023	Common Stock, par value $0.01 per share	1,626	$ 43.45	D	Â
Employee Stock Option (right to buy)	Â (1)	03/01/2023	Common Stock, par value $0.01 per share	1,626	$ 46.22	D	Â
Employee Stock Option (right to buy)	Â (1)	03/01/2023	Common Stock, par value $0.01 per share	1,626	$ 47.25	D	Â
Employee Stock Option (right to buy)	Â (1)	03/01/2023	Common Stock, par value $0.01 per share	1,626	$ 48.8	D	Â
Employee Stock Option (right to buy)	Â (2)	03/03/2024	Common Stock, par value $0.01 per share	2,130	$ 52.65	D	Â
Employee Stock Option (right to buy)	Â (2)	03/03/2024	Common Stock, par value $0.01 per share	2,130	$ 57.44	D	Â
Employee Stock Option (right to buy)	Â (2)	03/03/2024	Common Stock, par value $0.01 per share	2,130	$ 54.04	D	Â
Employee Stock Option (right to buy)	Â (2)	03/03/2024	Common Stock, par value $0.01 per share	2,130	$ 58.29	D	Â
Employee Stock Option (right to buy)	Â (3)	03/02/2025	Common Stock, par value $0.01 per	2,130	$ 62.6	D	Â

			share				
Employee Stock Option (right to buy)	Â (3)	03/02/2025	Common Stock, par value $0.01 per share	2,130	$ 62.93	D	Â
Employee Stock Option (right to buy)	Â (3)	03/02/2025	Common Stock, par value $0.01 per share	2,130	$ 58.08	D	Â
Employee Stock Option (right to buy)	Â (3)	03/02/2025	Common Stock, par value $0.01 per share	2,130	$ 64.48	D	Â
Employee Stock Option (right to buy)	Â (4)	03/01/2026	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	4,526	$ (6)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock, par value $0.01 per share	4,576	$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENDER JAMES R 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE,Â FLÂ 33301	Â	Â	Â EVP of Sales	Â

Signatures

/s/ C. Coleman Edmunds, Attorney-in-Fact	01/17/2019
**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, 2013.

(2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014.

(3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, subject to continued employment with AutoNation, Inc. (the "Company") through the applicable vesting date.

(4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of March 1, 2016, subject to continued employment with the Company through the applicable vesting date.

(5) The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the Company through the applicable vesting date.

(6) Each restricted stock unit represents a contingent right to receive one share of Company common stock, or at the Company's election, the cash value thereof.

(7) The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2018, subject to continued employment with the Company through the applicable vesting date.

Â

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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.