

LITHIA HOLDING CO LLC

Form 4

April 27, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LITHIA HOLDING CO LLC

(Last) (First) (Middle)

360 E. JACKSON ST.

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)

04/27/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common	04/27/2012		S ⁽¹⁾		500	D	\$ 27.69	25,400	D
Class A Common	04/27/2012		S ⁽¹⁾		2,820	D	\$ 27.7	22,580	D
Class A Common	04/27/2012		S ⁽¹⁾		1,800	D	\$ 27.71	20,780	D
Class A Common	04/27/2012		S ⁽¹⁾		3,724	D	\$ 27.72	17,056	D
Class A Common	04/27/2012		S ⁽¹⁾		656	D	\$ 27.73	16,400	D
	04/27/2012		S		4,100	D		12,300	D

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Class A Common					\$ 27.74			
Class A Common	04/27/2012	S ⁽¹⁾	4,510	D	\$ 27.76	7,790		D
Class A Common	04/27/2012	S ⁽¹⁾	202	D	\$ 27.78	7,588		D
Class A Common	04/27/2012	S ⁽¹⁾	300	D	\$ 27.79	7,288		D
Class A Common	04/27/2012	S ⁽¹⁾	200	D	\$ 27.8	7,088		D
Class A Common	04/27/2012	S ⁽¹⁾	700	D	\$ 27.71	6,388		D
Class A Common	04/27/2012	S ⁽¹⁾	1,700	D	\$ 27.82	4,688		D

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LITHIA HOLDING CO LLC 360 E. JACKSON ST. MEDFORD, OR 97501	X

DEBOER SIDNEY B
360 E. JACKSON ST.
MEDFORD, OR 97501

X X CEO

Signatures

By: Cliff E. Spencer, Attorney in
Fact

04/27/2012

__Signature of Reporting Person

Date

By: Cliff E. Spencer, Attorney in
Fact for

04/27/2012

__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) These shares were sold pursuant to 10b5-1 Trading Plan adopted by Lithia Holding Company

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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