

DEBOER SIDNEY B
Form 4
September 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

150 NORTH BARTLETT STREET

(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)

09/27/2012

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common	09/27/2012		C	31,953 A \$ 0	31,953	D	
Class A Common	09/27/2012		S ⁽¹⁾	1,800 D \$ 33.25	30,153	D	
Class A Common	09/27/2012		S ⁽¹⁾	3,887 D \$ 33.26	26,266	D	
Class A Common	09/27/2012		S ⁽¹⁾	3,462 D \$ 33.27	22,804	D	
Class A Common	09/27/2012		S ⁽¹⁾	122 D \$ 33.28	22,682	D	
	09/27/2012		S ⁽¹⁾	1,359 D	21,323	D	

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Class A Common					\$ 33.29		
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	600	D	\$ 33.3	20,723	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	1,096	D	\$ 33.31	19,627	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	1,600	D	\$ 33.32	18,027	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	100	D	\$ 33.33	17,927	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	800	D	\$ 33.34	17,127	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	100	D	\$ 33.35	17,027	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	200	D	\$ 33.36	16,827	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	700	D	\$ 33.37	16,127	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	300	D	\$ 33.38	15,827	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	300	D	\$ 33.39	15,527	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	4,370	D	\$ 33.4	11,157	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	900	D	\$ 33.41	10,257	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	1,904	D	\$ 33.42	8,353	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	700	D	\$ 33.43	7,653	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	100	D	\$ 33.44	7,553	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	3,200	D	\$ 33.5	4,353	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	3,453	D	\$ 33.51	900	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	800	D	\$ 33.52	100	D
Class A Common	09/27/2012	<u>S⁽¹⁾</u>	100	D	\$ 33.53	0	D

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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. P Deri Secr (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common (2)	(2)	09/27/2012		C	31,953	(2)	(2)	Class A Common	31,953

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITHIA HOLDING CO LLC 150 NORTH BARTLETT STREET MEDFORD, OR 97501		X		
DEBOER SIDNEY B 150 NORTH BARTLETT STREET MEDFORD, OR 97501			X	

Signatures

Cliff E Spencer, Attorney in Fact for Lithia Holding Company, LLC 09/27/2012

__Signature of Reporting Person

Date

Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer 09/27/2012

__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

(2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion

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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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