

LAMPERT EDWARD S

Form 4

May 09, 2018

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 *
 LAMPERT EDWARD S

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 1170 KANE CONCOURSE, SUITE
 200

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/07/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____ Form filed by One Reporting Person
 ____X____ Form filed by More than One Reporting
 Person

BAY HARBOR
 ISLANDS, FL 33154

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	05/07/2018		J	59,293 (1)	D \$ 0 3,613,023	I	See Footnotes (2) (3) (4) (5) (6)
Common Stock, par value \$0.01 per share					11,490,581	D (2) (3) (4) (5)	

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

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 information contained in this form are not**

SEC 1474
 (9-02)

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
LAMPERT EDWARD S 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
ESL PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
RBS PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
ESL INVESTMENTS, INC. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		

Signatures

EDWARD S. LAMPERT, By: /s/ Edward S. Lampert

05/09/2018

__Signature of Reporting Person

Date

ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

05/09/2018

__Signature of Reporting Person

Date

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RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

05/09/2018

__Signature of Reporting Person

Date

ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

05/09/2018

__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).
 - Represents shares of common stock of AutoNation, Inc. (the "Issuer"), par value \$0.01 per share ("Shares"), that were distributed by ESL Partners, L.P. ("Partners") on a pro rata basis to certain limited partners that elected in 2017 to redeem all or a portion of their interest in Partners.
- (1) Partners, L.P. ("Partners") on a pro rata basis to certain limited partners that elected in 2017 to redeem all or a portion of their interest in Partners.
- (2) This statement is jointly filed by and on behalf of each of Edward S. Lampert, Partners, RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("ESL"). Mr. Lampert and Partners are the direct beneficial owners of the securities covered by this statement.

RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners. ESL is the general partner of, and may be deemed to beneficially own securities owned by, RBS. Mr. Lampert is a limited partner of, and may be deemed to beneficially own certain securities owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
- (3) RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners. ESL is the general partner of, and may be deemed to beneficially own securities owned by, RBS. Mr. Lampert is a limited partner of, and may be deemed to beneficially own certain securities owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
- (4) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.

The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- (5) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- (6) Represents Shares directly beneficially owned by Partners.

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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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