

AUTONATION, INC.  
Form 4  
January 14, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
JACKSON MICHAEL J

(Last) (First) (Middle)  
200 SW 1ST AVE, SUITE 1600  
(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.08	01/10/2014	J	(1)		4,524	(2)	07/31/2016	Common Stock, par value \$0.01 per share	4,524
Employee Stock Option (right to buy)	\$ 10.17	01/10/2014	J	(1)		18,981	(3)	07/30/2018	Common Stock, par value \$0.01 per share	18,981
Employee Stock Option (right to buy)	\$ 9.92	01/10/2014	J	(1)		5,746	(4)	03/02/2019	Common Stock, par value \$0.01 per share	5,746
Employee Stock Option (right to buy)	\$ 16.99	01/10/2014	J	(1)		6,104	(4)	03/02/2019	Common Stock, par value \$0.01 per share	6,104
Employee Stock Option (right to buy)	\$ 18.02	01/10/2014	J	(1)		23,703	(4)	03/02/2019	Common Stock, par value \$0.01 per share	23,703
Employee Stock Option (right to buy)	\$ 17.7	01/10/2014	J	(1)		27,760	(4)	03/02/2019	Common Stock, par value \$0.01 per share	27,760
Employee Stock Option (right to buy)	\$ 18.2	01/10/2014	J	(1)		19,989	(5)	03/01/2020	Common Stock, par value \$0.01 per share	19,989
Employee Stock Option (right to buy)	\$ 19.64	01/10/2014	J	(1)		19,989	(5)	03/01/2020	Common Stock, par value \$0.01 per share	19,989

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buy)								share	
Employee Stock Option (right to buy)	\$ 23.21	01/10/2014	J <sup>(1)</sup>	19,989	<sup>(5)</sup>	03/01/2020	Common Stock, par value \$0.01 per share	19,989	
Employee Stock Option (right to buy)	\$ 26.49	01/10/2014	J <sup>(1)</sup>	19,989	<sup>(5)</sup>	03/01/2020	Common Stock, par value \$0.01 per share	19,989	
Employee Stock Option (right to buy)	\$ 32.5	01/10/2014	J <sup>(1)</sup>	11,574	<sup>(6)</sup>	03/01/2021	Common Stock, par value \$0.01 per share	11,574	
Employee Stock Option (right to buy)	\$ 34.51	01/10/2014	J <sup>(1)</sup>	11,574	<sup>(6)</sup>	03/01/2021	Common Stock, par value \$0.01 per share	11,574	
Employee Stock Option (right to buy)	\$ 40.37	01/10/2014	J <sup>(1)</sup>	11,574	<sup>(6)</sup>	03/01/2021	Common Stock, par value \$0.01 per share	11,574	
Employee Stock Option (right to buy)	\$ 35.99	01/10/2014	J <sup>(1)</sup>	11,574	<sup>(6)</sup>	03/01/2021	Common Stock, par value \$0.01 per share	11,574	
Employee Stock Option (right to buy)	\$ 34.09	01/10/2014	J <sup>(1)</sup>	5,260	<sup>(7)</sup>	03/01/2022	Common Stock, par value \$0.01 per share	5,260	
Employee Stock Option (right to buy)	\$ 35	01/10/2014	J <sup>(1)</sup>	5,260	<sup>(7)</sup>	03/01/2022	Common Stock, par value \$0.01 per share	5,260	
Employee Stock Option (right to buy)	\$ 41.16	01/10/2014	J <sup>(1)</sup>	5,260	<sup>(7)</sup>	03/01/2022	Common Stock, par value \$0.01 per share	5,260	

