

LITHIA MOTORS INC
 Form 5
 January 22, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DEBOER SIDNEY B

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Class A Common | | | | (A) Amount (D) Price | 49,796 | D | |
| Class A Common | 03/01/2006 | | G | 5,000 D \$ 0 | 79,500 | I | Deboer Family, LLC (1) |

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

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SEC 2270 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common | \$ 0 | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common | 3,762,23 |
| Stock Option (2000sd) (NQ) (right to buy) | \$ 16.75 | Â | Â | Â | Â | Â | Â (4) | 01/06/2010 | Class A Common | 22,010 |
| Stock Option (2002nq) (right to buy) | \$ 15.13 | Â | Â | Â | Â | Â | 12/26/2007 | 12/26/2012 | Class A Common | 16,000 |
| Stock Option (right to buy) | \$ 29.42 | Â | Â | Â | Â | Â | 03/11/2009 | 03/11/2010 | Class A Common | 16,002 |
| Stock Option (right to buy) | \$ 27.58 | Â | Â | Â | Â | Â | 02/09/2010 | 02/09/2011 | Class A Common | 20,001 |
| Stock Option (2001) (NQ) (right to buy) | \$ 1 | Â | Â | Â | Â | Â | 12/26/2005 | 12/26/2010 | Class A Common | 16,000 |
| Stock Option (2001nq) | \$ 19.24 | Â | Â | Â | Â | Â | 12/26/2006 | 12/26/2011 | Class A Common | 16,000 |

(right to buy)

Stock Option (2001sd) (NQ) (right to purchase)

\$ 11.81 Â

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Â

Â

Â (5)

12/26/2010

Class A Common

31,788

Stock Option (right to buy)

\$ 31.67 Â

Â

Â

Â

Â

03/10/2011

03/10/2012

Class A Common

24,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501 | Â X | Â X | Â Chairman and CEO | Â |

Signatures

By: Cliff E. Spencer, Attorney in Fact for

01/22/2007

**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) Sidney B. Deboer is the trustee of the Sidney B. DeBoer Trust, which is the owner of a majority interest in the LLC and is the sole manager of the LLC

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

(3) Mr. DeBoer, through DeBoer Family, LLC, of which he is the sole manager, owns a majority interest in Lithia Holding Company, LLC, of which he is also the sole manager; and he has elected to report all Class B Common Stock owned by the Lithia Holding Company, LLC as being beneficially owned by him.

(4) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.

(5) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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