

DEBOER SIDNEY B
Form 4
September 14, 2012

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 *
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)

09/14/2012

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	09/14/2012		C		33,315	A	\$ 0
Class A Common	09/14/2012		S ⁽¹⁾		715	D	\$ 32.25
Class A Common	09/14/2012		S ⁽¹⁾		5,000	D	\$ 32.5
Class A Common	09/14/2012		S ⁽¹⁾		1,500	D	\$ 32.55
Class A Common	09/14/2012		S ⁽¹⁾		1,500	D	\$ 32.6
Class A Common	09/14/2012		S ⁽¹⁾		200	D	

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Class A Common					\$ 32.66		
Class A Common	09/14/2012	S ⁽¹⁾	300	D	\$ 32.67	24,100	D
Class A Common	09/14/2012	S ⁽¹⁾	15,200	D	\$ 32.68	8,900	D
Class A Common	09/14/2012	S ⁽¹⁾	200	D	\$ 32.69	8,700	D
Class A Common	09/14/2012	S ⁽¹⁾	300	D	\$ 32.7	8,400	D
Class A Common	09/14/2012	S ⁽¹⁾	300	D	\$ 32.71	8,100	D
Class A Common	09/14/2012	S ⁽¹⁾	100	D	\$ 32.72	8,000	D
Class A Common	09/14/2012	S ⁽¹⁾	400	D	\$ 32.73	7,600	D
Class A Common	09/14/2012	S ⁽¹⁾	2,700	D	\$ 32.75	4,900	D
Class A Common	09/14/2012	S ⁽¹⁾	900	D	\$ 32.76	4,000	D
Class A Common	09/14/2012	S ⁽¹⁾	1,500	D	\$ 32.77	2,500	D
Class A Common	09/14/2012	S ⁽¹⁾	1,400	D	\$ 32.78	1,100	D
Class A Common	09/14/2012	S ⁽¹⁾	600	D	\$ 32.79	500	D
Class A Common	09/14/2012	S ⁽¹⁾	300	D	\$ 32.8	200	D
Class A Common	09/14/2012	S ⁽¹⁾	200	D	\$ 32.84	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deriv Sec (Ins
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						Amount or Number of Shares	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Class B Common <u>(2)</u>	<u>(2)</u>	09/14/2012	C				<u>(2)</u>	<u>(2)</u>	Class A Common	33,315

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	09/14/2012
<u> </u> **Signature of Reporting Person	Date
Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer	09/14/2012
<u> </u> **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

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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