

DEBOER SIDNEY B
Form 4
March 28, 2013

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 N. 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)
03/27/2013

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 Stock	03/27/2013		C		25,030 \$ 0	D	
Class A Common Stock	03/27/2013		S		13,870 (1) D \$ 47	D	
Class A Common Stock	03/27/2013		S		400 (1) D \$ 47.01	D	
Class A Common Stock	03/27/2013		S		1,300 (1) D \$ 47.03	D	

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Class A Common Stock	03/27/2013	S	<u>1,850</u> (1)	D	\$ 47.04	7,610	D
Class A Common Stock	03/27/2013	S	<u>3,200</u> (1)	D	\$ 47.05	4,410	D
Class A Common Stock	03/27/2013	S	100 <u>(1)</u>	D	\$ 47.06	4,310	D
Class A Common Stock	03/27/2013	S	800 <u>(1)</u>	D	\$ 47.07	3,510	D
Class A Common Stock	03/27/2013	S	<u>3,510</u> (1)	D	\$ 47.1	0	D
Class A Common Stock	03/28/2013	C	43,978	A	\$ 0	43,978	D
Class A Common Stock	03/28/2013	S	<u>1,100</u> (1)	D	\$ 47.25	42,878	D
Class A Common Stock	03/28/2013	S	400 <u>(1)</u>	D	\$ 47.26	42,478	D
Class A Common Stock	03/28/2013	S	<u>1,400</u> (1)	D	\$ 47.27	41,078	D
Class A Common Stock	03/28/2013	S	300 <u>(1)</u>	D	\$ 47.28	40,778	D
Class A Common Stock	03/28/2013	S	100 <u>(1)</u>	D	\$ 47.285	40,678	D
Class A Common Stock	03/28/2013	S	900 <u>(1)</u>	D	\$ 47.29	39,778	D
Class A Common Stock	03/28/2013	S	<u>2,800</u> (1)	D	\$ 47.3	36,978	D
Class A Common Stock	03/28/2013	S	<u>2,986</u> (1)	D	\$ 47.31	33,992	D
Class A Common	03/28/2013	S	<u>2,214</u> (1)	D	\$ 47.32	31,778	D

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Stock							
Class A Common Stock	03/28/2013	S	<u>1,700</u> (1)	D	\$ 47.33	30,078	D
Class A Common Stock	03/28/2013	S	200 (1)	D	\$ 47.34	29,878	D
Class A Common Stock	03/28/2013	S	100 (1)	D	\$ 47.345	29,778	D
Class A Common Stock	03/28/2013	S	<u>6,457</u> (1)	D	\$ 47.35	23,321	D
Class A Common Stock	03/28/2013	S	<u>1,600</u> (1)	D	\$ 47.36	21,721	D
Class A Common Stock	03/28/2013	S	<u>1,100</u> (1)	D	\$ 47.365	20,621	D
Class A Common Stock	03/28/2013	S	694 (1)	D	\$ 47.37	19,927	D
Class A Common Stock	03/28/2013	S	447 (1)	D	\$ 47.38	19,480	D
Class A Common Stock	03/28/2013	S	455 (1)	D	\$ 47.39	19,025	D
Class A Common Stock	03/28/2013	S	47 (1)	D	\$ 47.4	18,978	D
Class A Common Stock	03/28/2013	S	<u>1,040</u> (1)	D	\$ 47.5	17,938	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	03/27/2013		C	25,030	(2) (2)	(2) (2)	Class A Common Stock	25,030
Class B Common Stock	(2)	03/28/2013		C	43,978	(2) (2)	(2) (2)	Class A Common Stock	43,978

Reporting Owners

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

Signatures

Larissa McCallister, Attorney-in-Fact for Lithia Holding Company, L.L.C. and Sidney B. DeBoer

03/28/2013

__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) Shares were sold pursuant to a pre-established Rule 10b5-1 plan.

(2) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

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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