

HEIMANN M L DICK
 Form 5
 February 07, 2006

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
 HEIMANN M L DICK

2. Issuer Name and Ticker or Trading Symbol
 LITHIA MOTORS INC [LAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 360 E. JACKSON ST.
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 President of Corporate Affairs

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

6. Individual or Joint/Group Reporting (check applicable line)

MEDFORD, OR 97501

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	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 Indirect Ownership (Instr. 4)
Class A Common	12/13/2005	^	G	800	D	\$ 0	135,120	D	^
Class A Common	^	^	^	^	^	^	26,175	I	By 401(k)
Class A Common	^	^	^	^	^	^	15,964	I	By Spouse

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 (1)	Â (1)	Class A Common	1,390,18
Stock Option (2000sd) (NQ) (right to buy)	\$ 16.75	Â	Â	Â	Â	Â	Â (3)	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	18,000
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) (right to	\$ 19.24	Â	Â	Â	Â	Â	12/26/2006	12/26/2011	Class A Common	16,000

buy)

Stock

Option

(2001sd)

(NQ)

(right to

purchase)

\$ 11.81

(4)

12/26/2010

Class A
Common

31,788

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIMANN M L DICK 360 E. JACKSON ST. MEDFORD, OR 97501	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> President of Corporate Affairs

Signatures

By: Cliff E. Spencer,
Attorney-in-Fact for

02/07/2006

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) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (2) The Class B Common stock is owned by Heimann Family, LLC, of which M.L. Dick Heimann is the majority member and its sole manager and he has elected to report all of the securities owned by the LLC as being beneficially owned by him.
- (3) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (4) 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

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.