Hillier Scott Form 4 January 04, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

Class A

Stock

Common

01/02/2019

(Print or Type Responses)

1. Name and Address of Reporting Person * Hillier Scott			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			LITHIA MOTORS INC [LAD]						
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction		• •		
			(Month/D	ay/Year)		Director	10%	Owner	
150 N. BARTLETT			01/02/20	019		below)	ve title Other below)		
						Senior Vice President			
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MEDFORE	O, OR 97501					Form filed by Person	More than One Re	porting	
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Be					of, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any				4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	Reported Transaction(s)			

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

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SEC 1474

(9-02)

(Instr. 3 and 4)

D

49,461

Price

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

Code V Amount (D)

(1)

F

1,373

D

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hillier Scott

150 N. BARTLETT Senior Vice President

MEDFORD, OR 97501

Signatures

By: Kevin Cundick, Attorney-in-Fact 01/04/2019

**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 withheld by the issuer to cover withholding taxes upon vesting of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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