

LITHIA MOTORS INC

Form 4

March 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)

03/02/2016

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)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/02/2016		C		780,000	A	\$ 0	780,000 ⁽¹⁾	I	By The Sidney B. DeBoer Trust and Lithia Holding Company, L.L.C. ⁽²⁾
Class A Common Stock	03/02/2016		J ⁽³⁾		496,686	D	\$ 94.58 ⁽⁴⁾	264,678 ⁽⁵⁾	I	By The Sidney B. DeBoer Trust and DeBoer

Class A Common Stock	18,636	I	Family LLC ⁽⁶⁾ By The Sidney B. DeBoer Trust ⁽⁷⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Amount or Number of Shares
Class B Common Stock	<u>(8)</u>	03/02/2016		C	780,000	<u>(8)</u> <u>(8)</u>	Class A Common Stock	780,000

Reporting Owners

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

Signatures

/s/ Larissa McAlister, Attorney-in-Fact for Sidney B.
DeBoer

03/04/2016

____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) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class A Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the securities shown in column 5 of Table I.

(3) Distribution from Lithia Holding Company, L.L.C. to certain members of Lithia Holding Company, L.L.C., including the Sidney B. DeBoer Trust and DeBoer Family LLC.

(4) Lithia Holding Company, L.L.C. redeemed membership interests in Lithia Holding Company, L.L.C. from certain of the members of Lithia Holding Company, L.L.C., including the Sidney B. DeBoer Trust and DeBoer Family LLC. The price shown is the value of one share of the issuer's Class A Common Stock at the close of the New York Stock Exchange on March 2, 2016.

(5) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class A Common Stock owned by DeBoer Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(6) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. DeBoer Family LLC is the direct owner of the securities shown in column 5 of Table I, and the Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC.

(7) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is the direct owner of the securities shown in column 5 of Table I.

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

(9) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class B Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(10) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the derivative securities shown in column 9 of Table II.

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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