

AUTONATION INC /FL  
Form 4  
May 02, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AUTONATION INC /FL [AN]

3. Date of Earliest Transaction (Month/Day/Year)  
04/30/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 04/30/2008                           |  | P                              | 3,087 A   | \$ 15.98 9,534,819  | I  | See Footnotes (3) (8) (9)                             |
| Common Stock, par value \$0.01 per share | 04/30/2008                           |  | P                              | 1,488 A   | \$ 15.99 9,536,307  | I  | See Footnotes (3) (8) (9)                             |
| Common Stock, par                        | 04/30/2008                           |  | P                              | 34,812 A  | \$ 16 9,571,119   | I  | See Footnotes   |

|  |  |  |  |   |   |  |  |  |   |
|--|--|--|--|---|---|--|--|--|---|
| value<br>\$0.01 per<br>share                         |  |  |  |   |   |  |  |  | <u>(3)</u> <u>(8)</u> <u>(9)</u>          |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 49,597,550                                      | I |  |  |  | See<br>Footnotes<br><u>(1)</u> <u>(9)</u> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 221,701   | I |  |  |  | See<br>Footnotes<br><u>(2)</u> <u>(9)</u> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 5,712,083                                       | I |  |  |  | See<br>Footnotes<br><u>(4)</u> <u>(9)</u> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 61,964  | I |  |  |  | See<br>Footnotes<br><u>(5)</u> <u>(9)</u> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 2,455,251                                       | I |  |  |  | See<br>Footnotes<br><u>(6)</u> <u>(9)</u> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | <u>130,000</u> <sup>(7)</sup><br><sub>(9)</sub> | D |  |  |  |   |

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

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SEC 1474  
(9-02)

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

|   |  |   |   |                                      |   |  |   |   |   |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own |
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAMPERT EDWARD S<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830     |               | X         |         |       |
| ESL INVESTMENTS INC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830  |               | X         |         |       |
| ESL PARTNERS LP<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830      |               | X         |         |       |
| RBS PARTNERS L P /CT<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830 |               | X         |         |       |
| ESL INVESTORS LLC<br>200 GREENWICH AVENUE<br>GREENWICH, CT 06830    |               | X         |         |       |

## Signatures

/s/ Edward S. Lampert (See signatures of Reporting Persons as Exhibit 99.1)

05/02/2008

\_\_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 of common stock, par value \$0.01 per share ("Shares"), of AutoNation, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
  - (2) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
  - (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
  - (4) These Shares are held by CBL Partners, L.P. ("CBL").
  - (5) These Shares are held by ESL Investment Management, L.P. ("ESLIM").

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- (6) These Shares are held by RBS Partners, L.P. ("RBS").
- (7) These Shares are held by Edward S. Lampert.
- (8) These Shares represent a portion of a single trade which was allocated between Partners and an account that was established by the investment member of Investors.

- This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, L.L.C. ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of the general partner of ESLIM.
- (9)

### Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount. This Form 4 is the second of two Form 4 filings being made by Mr. Lampert, Investments, RBS, Partners and Investors on May 2, 2008.

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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