

LITHIA HOLDING CO LLC
 Form 4
 April 27, 2012

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

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. Date of Earliest Transaction (Month/Day/Year)
 04/27/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

MEDFORD, OR 97501

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 04/27/2012 | | C | | 50,000 | A | \$ 0 |
| Class A Common | 04/27/2012 | | S ⁽¹⁾ | | 400 | D | \$ 27.51 |
| Class A Common | 04/27/2012 | | S ⁽¹⁾ | | 3,699 | D | \$ 27.52 |
| Class A Common | 04/27/2012 | | S ⁽¹⁾ | | 301 | D | \$ 27.53 |
| Class A Common | 04/27/2012 | | S ⁽¹⁾ | | 1,000 | D | \$ 27.54 |
| | 04/27/2012 | | S ⁽¹⁾ | | 600 | D | 44,000 |

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| | | | | | | | | |
|-------------------|------------|------------------|-------|---|--|-------------|--------|---|
| Class A Common | | | | | | \$ 27.55 | | |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 1,000 | D | | \$ 27.56 | 43,000 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 303 | D | | \$ 27.63 | 42,697 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 1,700 | D | | \$ 27.64 | 40,997 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 7,297 | D | | \$ 27.65 | 33,700 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 4,900 | D | | \$ 27.66 | 28,800 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 2,300 | D | | \$ 27.67 | 26,500 | D |
| Class A Common | 04/27/2012 | S ⁽¹⁾ | 600 | D | | \$ 27.68 | 25,900 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. P Deriv Secur (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common <u>(2)</u> | <u>(2)</u> | 04/27/2012 | | C | 50,000 | <u>(2)</u> | <u>(2)</u> | Class A Common | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

LITHIA HOLDING CO LLC
360 E. JACKSON ST.
MEDFORD, OR 97501

X

DEBOER SIDNEY B
360 E. JACKSON ST.
MEDFORD, OR 97501

X

X

CEO

Signatures

By: Cliff E. Spencer, Attorney in
Fact

04/27/2012

__Signature of Reporting Person

Date

By: Cliff E. Spencer, Attorney in
Fact for

04/27/2012

__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 were sold pursuant to 10b5-1 Trading Plan adopted by Lithia Holding Company

(2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.

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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