

AUTONATION INC /FL

Form 4

August 02, 2006

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONAGHAN CRAIG T

(Last) (First) (Middle)

**110 SE 6TH STREET, 29TH
FLOOR**

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	07/31/2006		M	27,348	A \$ 17 77,348	I	By trust
Common Stock	07/31/2006		S	1,948	D \$ 19.91 75,400	I	By trust
Common Stock	07/31/2006		S	2,400	D \$ 19.9 73,000	I	By trust
Common Stock	07/31/2006		S	6,500	D \$ 19.89 66,500	I	By trust
Common Stock	07/31/2006		S	2,200	D \$ 19.88 64,300	I	By trust

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Common Stock	07/31/2006	S	100	D	\$ 19.87	64,200	I	By trust
Common Stock	07/31/2006	S	500	D	\$ 19.86	63,700	I	By trust
Common Stock	07/31/2006	S	1,400	D	\$ 19.84	62,300	I	By trust
Common Stock	07/31/2006	S	800	D	\$ 19.83	61,500	I	By trust
Common Stock	07/31/2006	S	3,400	D	\$ 19.82	58,100	I	By trust
Common Stock	07/31/2006	S	1,800	D	\$ 19.81	56,300	I	By trust
Common Stock	07/31/2006	S	6,300	D	\$ 19.8	50,000 ⁽¹⁾	I	By trust
Common Stock	08/01/2006	M	117,402	A	\$ 17	167,402	I	By trust
Common Stock	08/01/2006	M	52,598	A	\$ 16.77	220,000	I	By trust
Common Stock	08/01/2006	S	200	D	\$ 19.61	219,800	I	By trust
Common Stock	08/01/2006	S	700	D	\$ 19.59	219,100	I	By trust
Common Stock	08/01/2006	S	1,700	D	\$ 19.58	217,400	I	By trust
Common Stock	08/01/2006	S	2,900	D	\$ 19.57	214,500	I	By trust
Common Stock	08/01/2006	S	2,000	D	\$ 19.56	212,500	I	By trust
Common Stock	08/01/2006	S	9,700	D	\$ 19.55	202,800	I	By trust
Common Stock	08/01/2006	S	13,400	D	\$ 19.54	189,400	I	By trust
Common Stock	08/01/2006	S	21,100	D	\$ 19.53	168,300	I	By trust
Common Stock	08/01/2006	S	31,200	D	\$ 19.52	137,100	I	By trust
Common Stock	08/01/2006	S	11,600	D	\$ 19.51	125,500	I	By trust
Common Stock	08/01/2006	S	75,500	D	\$ 19.5	50,000 ⁽¹⁾	I	By trust

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 17	07/31/2006		M	27,348	<u>(2)</u> 07/28/2013	Common Stock 27,348
Employee Stock Option (right to buy)	\$ 17	08/01/2006		M	117,402	<u>(2)</u> 07/28/2013	Common Stock 117,402
Employee Stock Option (right to buy)	\$ 16.77	08/01/2006		M	52,598	<u>(4)</u> 07/27/2014	Common Stock 52,598

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAGHAN CRAIG T 110 SE 6TH STREET 29TH FLOOR FORT LAUDERDALE, FL 33301			EVP & CFO	

Signatures

Jonathan P. Ferrando,
Attorney-in-Fact 08/02/2006

**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) Excludes 871 shares of AutoNation common stock held through the AutoNation, Inc. 401(k) Plan.
- (2) The option vests in four equal annual installments beginning on July 28, 2004.
- (3) N/A
- (4) The option vests in four equal annual installments beginning on July 27, 2005.

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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