AUTONATION, INC.
Form 4
March 15, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERRANDO JONATHAN P

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2017

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 - GC, Corp Dev & HR

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	03/13/2017		M		30,270	A	$ 35	80,270	D (1)	
Common Stock, par value $0.01 per share	03/13/2017		S		30,270	D	$ 44.617 (2)	50,000	D (1)	
Common Stock, par	03/14/2017		M		30,270	A	$ 41.16	80,270	D (1)	

value $0.01 per share								
Common Stock, par value $0.01 per share	03/14/2017	S	30,270	D	$ 44.7781 (3)	50,000	D (1)	
Common Stock, par value $0.01 per share	03/15/2017	M	30,270	A	$ 38.63	80,270	D (1)	
Common Stock, par value $0.01 per share	03/15/2017	M	19,620	A	$ 43.45	99,890	D (1)	
Common Stock, par value $0.01 per share	03/15/2017	S	48,846	D	$ 45.0383 (4)	51,044	D (1)	
Common Stock, par value $0.01 per share	03/15/2017	S	1,044	D	$ 45.6699 (5)	50,000	D (1)	

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

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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 or Number

								of Shares
Employee Stock Option (right to buy)	$ 35	03/13/2017	M	30,270	(6)	03/01/2022	Common Stock, par value $0.01 per share	30,270
Employee Stock Option (right to buy)	$ 41.16	03/14/2017	M	30,270	(6)	03/01/2022	Common Stock, par value $0.01 per share	30,270
Employee Stock Option (right to buy)	$ 38.63	03/15/2017	M	30,270	(6)	03/01/2022	Common Stock, par value $0.01 per share	30,270
Employee Stock Option (right to buy)	$ 43.45	03/15/2017	M	19,620	(7)	03/01/2023	Common Stock, par value $0.01 per share	19,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRANDO JONATHAN P 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301			EVP - GC, Corp Dev & HR	

Signatures

/s/ Jonathan P. Ferrando	03/15/2017
**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) Includes 33,000 shares owned by the reporting person and his wife as tenants by the entirety.

(2) This transaction was executed in multiple trades at prices ranging from $44.50 to $44.79. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) This transaction was executed in multiple trades at prices ranging from $44.75 to $44.87. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) This transaction was executed in multiple trades at prices ranging from $44.60 to $45.58. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(5) This transaction was executed in multiple trades at prices ranging from $45.59 to $45.73. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(6) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012.

(7) The portion of the option that was exercised became exercisable in equal annual increments on each of the first three anniversaries of June 1, 2013.

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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