GRUSKY ROBERT R
Form 4
January 04, 2018

# 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 *
GRUSKY ROBERT R

(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)
01/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 | 01/02/2018 | | A(1) | | 4,764 | A | $ 0 | 32,677 | D | |
| Common Stock, par value $0.01 per share | 01/02/2018 | | M | | 5,000 | A | $ 15.66 | 37,677 | D | |
| Common Stock, par value $0.01 per share | 01/02/2018 | | S | | 5,000 | D | $ 51.71 | 32,677 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | 01/03/2018 | M | 5,000 | A | $ 9.88 | 37,677 | D | |
| Common Stock, par value $0.01 per share | 01/03/2018 | S | 5,000 | D | $ 52.27 | 32,677 | 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 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. D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | $ 15.66 | 01/02/2018 | | M | | | 5,000 | 01/02/2008 | 01/02/2018 | Common Stock, par value $0.01 per share | 5,000 | |
| Stock Option (right to buy) | $ 9.88 | 01/03/2018 | | M | | | 5,000 | 01/02/2009 | 01/02/2019 | Common Stock, par value $0.01 per share | 5,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| GRUSKY ROBERT R<br>200 SW 1ST AVE | X | | | |

SUITE 1600
FORT LAUDERDALE, FL 33301

# Signatures

| | |
|---|---|
| /s/ C. Coleman Edmunds, Attorney-in-Fact | 01/04/2018 |
| **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)** 2018 grant of 4,764 vested restricted stock units (the "RSUs") pursuant to the AutoNation, Inc. 2014 Non-Employee Director Equity Plan (as amended, the "2014 Director Plan"). The RSUs will settle in shares of common stock, par value $0.01 per share, of AutoNation, Inc. (the "Company") in accordance with the terms of the award, including any deferral election made by the reporting person, and the 2014 Director Plan. Settlement of the RSUs will be accelerated in certain circumstances as provided in the terms of the award and the 2014 Director Plan, including in the event the reporting person ceases to serve as a non-employee director of the Company.

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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