

LITHIA MOTORS INC
Form 4
December 28, 2015

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 *
DEBOER SIDNEY B

(Last) (First) (Middle)
150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	12/24/2015		C		20,000	A	\$ 0 20,000	D
Class A Common Stock	12/24/2015		G	V	20,000	D	\$ 0 0	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)

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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
Class B Common Stock	(1)	11/16/2015		G(2)	V 75,383	(1)	(1)	Class A Common Stock	75,383
Class B Common Stock	(1)	12/22/2015		J(5)	20,000	(1)	(1)	Class A Common Stock	20,000
Class B Common Stock	(1)	12/24/2015		C	20,000	(1)	(1)	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 150 N. BARTLETT STREET MEDFORD, OR 97501	X	X	Executive Chairman	

Signatures

Larissa McAlister, Attorney-in-Fact for Sidney B. DeBoer
12/28/2015

**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) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

(2) The Sidney B. DeBoer Trust transferred as a gift a portion of the Sidney B. DeBoer Trust's membership interest in DeBoer Family LLC. The Sidney B. DeBoer Trust is a member of DeBoer Family LLC, which is a member of Lithia Holding Company, L.L.C. The reporting

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person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option.

- (3) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all of shares of Lithia Motors, Inc. Class B Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C. The Sidney B. DeBoer Trust is also a member and the sole manager of DeBoer Family, LLC, and DeBoer Family LLC is a member of Lithia Holding Company, L.L.C.

- (5) The Sidney B. DeBoer Trust, a member of Lithia Holding Company, L.L.C., received these securities in a distribution from Lithia Holding Company, L.L.C.

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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