

LITHIA MOTORS INC
 Form 5/A
 February 08, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DEBOER SIDNEY B

(Last) (First) (Middle)

360 E. JACKSON ST.

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/07/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common	03/05/2004	Â	G	5,000 D \$ 0	99,500	I	Deboer Family, LLC ⁽¹⁾
Class A Common	03/10/2004	Â	G	5,000 D \$ 0	94,500	I	Deboer Family, LLC ⁽¹⁾
Class A Common	11/01/2004	Â	G	5,000 D \$ 0	89,500	I	Deboer Family, LLC ⁽¹⁾

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Class A Common	Â	Â	Â	Â	Â	Â	25,455	D	Â
Class A Common	Â	Â	Â	Â	Â	Â	10,147	I	By 401(k)
Class A Common	Â	Â	Â	Â	Â	Â	280	I	By Spouse in Joint Ownership with Mother <u>(2)</u>

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

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common	\$ 0	Â	Â	Â	Â	Â	Â (3)	Â (3)	Class A Common	3,762,23
Stock Option (2000sd) (ISO) (right to buy)	\$ 18.43	Â	Â	Â	Â	Â	Â (5)	01/06/2005	Class A Common	9,990
Stock Option (2000sd) (NQ) (right to buy)	\$ 16.75	Â	Â	Â	Â	Â	Â (6)	01/06/2010	Class A Common	22,010
Stock Option (2002nq)	\$ 15.13	Â	Â	Â	Â	Â	12/26/2007	12/26/2012	Class A Common	16,000

(right to buy)

Stock Option (right to buy)	\$ 29.42	Â	Â	Â	Â	Â	03/11/2009	03/11/2010	Class A Common	16,002
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Stock Option (2001) (ISO) (right to purchase)	\$ 12.99	Â	Â	Â	Â	Â	12/26/2000	12/26/2005	Class A Common	7,494
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Stock Option (2001) (NQ) (right to buy)	\$ 1	Â	Â	Â	Â	Â	12/26/2005	12/26/2010	Class A Common	16,000
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Stock Option (2001nq) (right to buy)	\$ 19.24	Â	Â	Â	Â	Â	12/26/2006	12/26/2011	Class A Common	16,000
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Stock Option (2001sd) (NQ) (right to purchase)	\$ 11.81	Â	Â	Â	Â	Â	Â (7)	12/26/2010	Class A Common	31,788
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501	Â X	Â X	Â Chairman and CEO	Â

Signatures

By: Cliff E. Spencer, Attorney in Fact for 02/08/2005

__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) Sidney B. DeBoer is the trustee of the Sidney B. DeBoer Trust, which is the owner of a majority interest in the LLC and is the sole manager of the LLC
- (2) These shares are beneficially owned by reporting person's Mother-in-law in a joint account with reporting person's spouse and reporting person disclaims any beneficial ownership of these shares
- (3) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (4) Mr. DeBoer, through DeBoer Family, LLC, of which he is the sole manager, owns a majority interest in Lithia Holding Company, LLC, of which he is also the sole manager; and he has elected to report all Class B Common Stock owned by the Lithia Holding Company, LLC as being beneficially owned by him.
- (5) The options vest as follows: 4,745 on 1/6/03 and 5,245 on 1/6/04.
- (6) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (7) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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Remarks:

ThisÂ amendedÂ reportÂ isÂ filedÂ toÂ reflectÂ theÂ correctÂ beneficialÂ ownershipÂ betweenÂ directÂ holdingsÂ andÂ

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.