

AUTONATION INC /FL
Form DEFA14A
March 23, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

**Confidential,
for Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2)).**

Definitive Proxy
Statement.

Definitive
Additional
Materials.

Soliciting
Material Pursuant
to § 240.14a-12.

AutoNation, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- o Fee paid previously with preliminary materials:
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
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SAMPLEDESIGNATION (IF ANY) 000000000.000000 ext 000000000.000000 extADD 1 Electronic
Voting InstructionsADD 2ADD 3 You can vote by Internet or telephone! ADD 4 Available 24 hours a
day, 7 days a week!ADD 5 Instead of mailing your proxy, you may choose one of the two voting ADD 6
methods outlined below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN
THE TITLE BAR.Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern
Time, on May 6, 2009.Vote by Internet Log on to the Internet and go to www.envisionreports.com/an
Follow the steps outlined on the secured website.Vote by telephone Call toll free 1-800-652-VOTE
(8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is NO
CHARGE to you for the call.Using a black ink pen, mark your votes with an X as shown in X Follow the
instructions provided by the recorded message. this example. Please do not write outside the designated
areas. Annual Meeting Proxy Card 123456 C0123456789 123453 IF YOU HAVE NOT VOTED VIA
THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN
THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 3A Proposals The Board of Directors
recommends a vote FOR all the nominees listed below. 1. Election of Directors: 01 Mike Jackson 02
Rick L. Burdick 03 William C. Crowley 04 David B. Edelson 05 Kim C. Goodman 06 Robert R.
Grusky 07 Michael E. Maroone 08 Carlos A. Migoya +Mark here to vote FOR all nominees For All
EXCEPT To withhold a vote for one or more nominees, mark the box to the left and the 01 02 03 04 05
06 07 08 corresponding numbered box(es) to the right. Mark here to WITHHOLD vote from all
nomineesThe Board of Directors recommends a vote FOR Proposal 2. The Board of Directors
recommends a vote AGAINST Proposals 3 and 4. For Against Abstain For Against Abstain 2. Ratification
of the selection of KPMG LLP as the Company s 3. Adoption of stockholder proposal regarding special
meetings. independent registered public accounting firm for 2009. 4. Adoption of stockholder proposal
regarding an independent Board chairman. B Non-Voting Items Change of Address Please print new
address below. C Authorized Signatures This section must be completed for your vote to be counted.
Date and Sign Below Please sign exactly as name(s) appears hereon. Joint owners should each sign. When
signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give
full title. Date (mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box.
Signature 2 Please keep signature within the box. C 1234567890 J N T MR A SAMPLE (THIS AREA IS
SET UP TO ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND MR
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2009 Annual Meeting of AutoNation, Inc. Stockholders Wednesday, May 6, 2009, 9:00 A.M. Eastern Time AutoNation Tower 110 S.E. 6th Street Fort Lauderdale, Florida 33301 Upon arrival, please present this admission ticket and photo identification at the registration desk. **3 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** **3Proxy** AutoNation, Inc. This proxy is solicited on behalf of the Board of Directors Mike Jackson and Jonathan P. Ferrando, each with power of substitution, are hereby authorized to vote all shares of common stock which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of AutoNation, Inc. to be held on May 6, 2009, or any postponements or adjournments thereof, as indicated on the reverse side. **THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES FOR DIRECTOR, FOR THE RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009, AGAINST THE ADOPTION OF THE STOCKHOLDER PROPOSAL REGARDING SPECIAL MEETINGS, AND AGAINST THE ADOPTION OF THE STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN.** As to any other matter, the proxy holders shall vote as recommended by our Board of Directors or, if no recommendation is given, in their own discretion. The undersigned hereby acknowledges receipt of the Proxy Statement and the Annual Report for the fiscal year ended December 31, 2008 furnished herewith. **PLEASE MARK, SIGN, DATE AND PROMPTLY RETURN THIS PROXY CARD USING THE ENCLOSED POSTAGE-PAID ENVELOPE.** (Continued and to be signed on reverse side)

00 D \$ 58.97 4,285,400 D Common Stock 11/14/2007 S 1,100 D \$ 58.96 4,284,300 D Common Stock 11/14/2007 S 1,400 D \$ 58.95 4,282,900 D Common Stock 11/14/2007 S 1,800 D \$ 58.94 4,281,100 D Common Stock 11/14/2007 S 3,800 D \$ 58.93 4,277,300 D Common Stock 11/14/2007 S 800 D \$ 58.92 4,276,500 D Common Stock 11/14/2007 S 1,200 D \$ 58.91 4,275,300 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER J MIKE 13550 HEMPSTEAD HIGHWAY HOUSTON, TX 77040	X	X	Co-Chairman of the Board	

Signatures

/s/ J. Mike
Walker

11/16/2007

__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) This is the fourth of ten Forms 4 filed by the reporting person to report transactions that occurred on November 14, 2007 and November 15, 2007. The ten forms should be read together.

Note: File three copies of this Form, one of which must be manually signed. If space 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.