## Edgar Filing: LITHIA MOTORS INC - Form 4

LITHIA MC	DTORS INC							
Form 4	2 2016							
December 0						PROVAL		
FORM	<b>4</b> UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				3235-0287		
Check th if no lon, subject to Section 2 Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	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						
(Print or Type	Responses)							
1. Name and A Cain Susan	Address of Reporting O	Symbol	uer Name <b>and</b> Ticker or Trading I IA MOTORS INC [LAD]	Issuer				
(Last)	(First) (	Middle) 3. Date	of Earliest Transaction	(Check	eck all applicable)			
150 N. BAI	RTLETT	(Month 12/01/	/Day/Year) /2016	X Director Officer (give t below)				
	(Street)		<ul> <li>If Amendment, Date Original</li> <li>Individual or Joint/Group Filing(C</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Report</li> </ul>			son		
MEDFORE	D, OR 97501			Person		Jorting		
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)	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)		
Class A Common Stock	12/01/2016		S 750 <u>(1)</u> D 94.70	93 14,141	D			
Class A Common Stock				2,000	Ι	by Trust $\frac{(2)}{2}$		

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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			
Cain Susan O							
150 N. BARTLETT	Х						
MEDFORD, OR 97501							
Signatures							
By: Larissa McAlister, Attorney-in-Fact							
<pre>**Signature of Reporting Person</pre>		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) Shares were sold to cover income taxes owed in connection with vesting of restricted stock units in the current year.
- (2) Shares held by The Cain Family Trust

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.