Dobry Thomas Form 4 February 12, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction See

See Instruction 30(1) 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol LITHIA MOTORS INC [LAD]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 150 N. BARTLETT 02/11/2019

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

er Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
_X__ Officer (give title ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Form filed by One Reporting Person
Form filed by More than One Reporting
Person

MEDFORD, OR 97501

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Class A Common Stock	02/11/2019		A	1,795 (1)	A	\$ 0 (2)	8,864	D		
Class A Common Stock	02/11/2019		F	600 (3)	D	\$ 84.32	8,264	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Dobry Thomas

150 N. BARTLETT Senior Vice President

MEDFORD, OR 97501

Signatures

By: Kevin Cundick, 02/12/2019 Attorney-in-Fact

**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).
- Shares of Class A Common Stock were issued in settlement of restricted stock units that were earned and vested under a long-term
- (1) restricted stock unit agreement entered into in 2016. Compensation Committee certification of the achievement of the performance condition of the award occurred on the transaction date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (3) Shares were withheld by the issuer to cover withholding taxes upon vesting of restricted stock units.

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.

Reporting Owners 2