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LITHIA HO Form 4	LDING CO LLC												
July 31, 2012											PROVAL		
FORM	14 UNITED S	STATES S						NGE C	OMMISSION	OMB OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed purs ns inue.	uant to Sec) of the Pul	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectio of the Investment Company Act of 1940							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5			
(Print or Type I	Responses)												
LITHIA HOLDING CO LLC Symbol				Issue					5. Relationship of Issuer	Relationship of Reporting Person(s) to uer			
(Last)	(First) (M		LITHIA MOTORS INC [LAD] (0 3. Date of Earliest Transaction						(Checl	k all applicable)			
360 E. JACKSON ST.			(Month/Day/Year) 07/31/2012						Director X 10% Owner Officer (give title below) Other (specify below)				
MEDFORD	(Street)		If Amer led(Mont			te Origina	l		6. Individual or Jo Applicable Line) Form filed by O _X_ Form filed by M	ne Reporting Per	son		
(City)		Zip)	Table	- I - Noi	n-D	erivative	Secur	ities Aca	Person uired, Disposed of	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	l Pate, if	3. Transa Code (Instr.	ctio 8)	4. Securi n(A) or Di (Instr. 3,	ties Ad sposed 4 and (A) or	cquired d of (D) 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		
Class A Common	07/31/2012			S <u>(1)</u>	v	Amount 776	(D) D	Price \$ 28.11	9,324	D			
Class A Common	07/31/2012			S <u>(1)</u>		444	D	\$ 28.12	8,880	D			
Class A Common	07/31/2012			S <u>(1)</u>		400	D	\$ 28.13	8,480	D			
Class A Common	07/31/2012			S <u>(1)</u>		1,680	D	\$ 28.14	6,800	D			
Class A Common	07/31/2012			S <u>(1)</u>		2,700	D	\$ 28.15	4,100	D			
	07/31/2012			S <u>(1)</u>		100	D		4,000	D			

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Class A Common					\$ 28.15		
Class A Common	07/31/2012	S <u>(1)</u>	1,300	D	\$ 28.16	2,700	D
Class A Common	07/31/2012	S <u>(1)</u>	1,055	D	\$ 28.17	1,645	D
Class A Common	07/31/2012	S <u>(1)</u>	792	D	\$ 28.18	853	D
Class A Common	07/31/2012	S <u>(1)</u>	500	D	\$ 28.19	353	D
Class A Common	07/31/2012	S <u>(1)</u>	200	D	\$ 28.19	153	D
Class A Common	07/31/2012	S <u>(1)</u>	153	D	\$ 28.2	0	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exer Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Secur	rlying	Security (Instr. 5)	Secur Bene Owno 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

10% Owner Officer Other

LITHIA HOLDING CO LLC 360 E. JACKSON ST. MEDFORD, OR 97501

Х

Director

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DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501	х	Х	CEO	
Signatures				
By: Cliff E. Spencer, Attorney in Fact		07/31	1/2012	
**Signature of Reporting Person		Date		
By: Cliff E. Spencer, Attorney in Fact for		07/31	1/2012	
**Signature of Reporting Person		D	ate	

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) These shares were sold pursuant to 10b5-1 Trading Plan adopted by Lithia Holding Company

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.