

Holzshu Chris
Form 4
December 07, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holzshu Chris

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. Vice President & CFO

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/06/2012		S		86	D	\$ 35.5 27,669
Class A Common Stock	12/06/2012		S		92	D	\$ 35.54 27,577
Class A Common Stock	12/06/2012		S		200	D	\$ 35.55 27,377
Class A Common	12/06/2012		S		1,160	D	\$ 35.58 26,217

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Stock							
Class A Common Stock	12/06/2012	S	114	D	\$ 35.59	26,103	D
Class A Common Stock	12/06/2012	S	531	D	\$ 35.63	25,572	D
Class A Common Stock	12/06/2012	S	1,640	D	\$ 35.64	23,932	D
Class A Common Stock	12/06/2012	S	339	D	\$ 35.65	23,593	D
Class A Common Stock	12/06/2012	S	300	D	\$ 35.66	23,293	D
Class A Common Stock	12/06/2012	S	814	D	\$ 35.67	22,479	D
Class A Common Stock	12/06/2012	S	100	D	\$ 35.675	22,379	D
Class A Common Stock	12/06/2012	S	701	D	\$ 35.68	21,678	D
Class A Common Stock	12/06/2012	S	900	D	\$ 35.69	20,778	D
Class A Common Stock	12/06/2012	S	300	D	\$ 35.7	20,478	D
Class A Common Stock	12/06/2012	S	375	D	\$ 35.72	20,103	D
Class A Common Stock	12/06/2012	S	100	D	\$ 35.722	20,003	D
Class A Common Stock	12/06/2012	S	400	D	\$ 35.74	19,603	D
Class A Common Stock	12/06/2012	S	100	D	\$ 35.7425	19,503	D

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Class A Common Stock	12/06/2012	S	800	D	\$ 35.75	18,703	D	
Class A Common Stock	12/06/2012	S	100	D	\$ 35.752	18,603	D	
Class A Common Stock	12/06/2012	S	100	D	\$ 35.77	18,503	D	
Class A Common Stock						2,587	I	By 401(k)

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. 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
Holzshu Chris 150 N. BARTLETT STREET MEDFORD, OR 97501			Sr. Vice President & CFO	

Signatures

Larissa McAlister,
Attorney-in-Fact

12/07/2012

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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