

DEBOER SIDNEY B
Form 4
September 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LITHIA HOLDING CO LLC

(Last) (First) (Middle)

150 NORTH 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)

09/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common | 09/12/2012 | | C | | 20,400 | A | \$ 0 |
| Class A Common | 09/12/2012 | | S ⁽¹⁾ | | 4,300 | D | \$ 31.69 |
| Class A Common | 09/12/2012 | | S ⁽¹⁾ | | 800 | D | \$ 31.7 |
| Class A Common | 09/12/2012 | | S ⁽¹⁾ | | 200 | D | \$ 31.71 |
| Class A Common | 09/12/2012 | | S ⁽¹⁾ | | 600 | D | \$ 31.72 |
| | 09/12/2012 | | S ⁽¹⁾ | | 4,000 | D | |

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| | | | | | | | | |
|-------------------|------------|------------------|-------|---|-------|-------|---|--|
| Class A Common | | | | | \$ | | | |
| | | | | | 31.75 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 700 | D | \$ | 9,800 | D | |
| | | | | | 31.76 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 2,200 | D | \$ | 7,600 | D | |
| | | | | | 31.77 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 1,000 | D | \$ | 6,600 | D | |
| | | | | | 31.78 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 2,100 | D | \$ | 4,500 | D | |
| | | | | | 31.79 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 3,300 | D | \$ | 1,200 | D | |
| | | | | | 31.82 | | | |
| Class A Common | 09/12/2012 | S ⁽¹⁾ | 1,200 | D | \$ | 0 | D | |
| | | | | | 31.83 | | | |

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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common (2) | (2) | 09/12/2012 | | C | 20,400 | (2) | (2) | Class A Common | 20,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LITHIA HOLDING CO LLC 150 NORTH BARTLETT STREET | | | X | |

MEDFORD, OR 97501

DEBOER SIDNEY B
150 NORTH BARTLETT STREET X
MEDFORD, OR 97501

Signatures

Cliff E Spencer, Attorney in Fact for Lithia Holding Company,
LLC

09/13/2012

__Signature of Reporting Person

Date

Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer

09/13/2012

__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).

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

(2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion

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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