Stephan Michael J Form 4 March 02, 2012

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF response...

Form filed by More than One Reporting

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

1(b). (Print or Type Responses)

(City)

1. Name and Address of Reporting Person _ Stephan Michael J			2. Issuer Name and Ticker or Trading Symbol AUTONATION, INC. [AN]	5. Relationship of Reporting Person(s) t Issuer (Check all applicable)		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(eneen an approacte)		
			(Month/Day/Year)	Director 10% Owner		
200 SW 1ST AVE, SUITE 1600			03/01/2012	_X_ Officer (give title Other (special below)		
				VP - Corporate Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

FORT LAUDERDALE, FL 33301

(State)

(Zip)

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. SecurionAcquired	l (A) o		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	`	1	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Month Day) Tear)	(Instr. 0)	(111311. 3,		3)	Following Reported	(Instr. 4)	(Instr. 4)
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2012		A	1,420 (1)	A	\$0	6,076	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Person

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

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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. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.09	03/01/2012		A	1,063	(2)	03/01/2022	Common Stock	1,063

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Stephan Michael J			VP -					
200 SW 1ST AVE			Corporate					
SUITE 1600			Controller					
FORT LAUDERDALE, FL 33301			Controller					

Signatures

/s/ Jonathan P. Ferrando, 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).
- (1) These shares of restricted stock vest in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the Company.
- (2) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the 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.

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