

DEBOER SIDNEY B  
Form 4  
September 14, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
09/14/2012

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	09/14/2012		C		33,315	A	\$ 0
Class A Common	09/14/2012		S <sup>(1)</sup>		715	D	\$ 32.25
Class A Common	09/14/2012		S <sup>(1)</sup>		5,000	D	\$ 32.5
Class A Common	09/14/2012		S <sup>(1)</sup>		1,500	D	\$ 32.55
Class A Common	09/14/2012		S <sup>(1)</sup>		1,500	D	\$ 32.6
Class A Common	09/14/2012		S <sup>(1)</sup>		200	D	

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Class A Common					\$			
					32.66			
Class A Common	09/14/2012		S <sup>(1)</sup>	300	D	\$	24,100	D
						32.67		
Class A Common	09/14/2012		S <sup>(1)</sup>	15,200	D	\$	8,900	D
						32.68		
Class A Common	09/14/2012		S <sup>(1)</sup>	200	D	\$	8,700	D
						32.69		
Class A Common	09/14/2012		S <sup>(1)</sup>	300	D	\$	8,400	D
						32.7		
Class A Common	09/14/2012		S <sup>(1)</sup>	300	D	\$	8,100	D
						32.71		
Class A Common	09/14/2012		S <sup>(1)</sup>	100	D	\$	8,000	D
						32.72		
Class A Common	09/14/2012		S <sup>(1)</sup>	400	D	\$	7,600	D
						32.73		
Class A Common	09/14/2012		S <sup>(1)</sup>	2,700	D	\$	4,900	D
						32.75		
Class A Common	09/14/2012		S <sup>(1)</sup>	900	D	\$	4,000	D
						32.76		
Class A Common	09/14/2012		S <sup>(1)</sup>	1,500	D	\$	2,500	D
						32.77		
Class A Common	09/14/2012		S <sup>(1)</sup>	1,400	D	\$	1,100	D
						32.78		
Class A Common	09/14/2012		S <sup>(1)</sup>	600	D	\$	500	D
						32.79		
Class A Common	09/14/2012		S <sup>(1)</sup>	300	D	\$	200	D
						32.8		
Class A Common	09/14/2012		S <sup>(1)</sup>	200	D	\$	0	D
						32.84		

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.**

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deriv Sec (Ins
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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common (2)			C				(2)	(2)	Class A Common	33,315
(2)										

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITHIA HOLDING CO LLC 150 NORTH BARTLETT STREET MEDFORD, OR 97501		X		
DEBOER SIDNEY B 150 NORTH BARTLETT STREET MEDFORD, OR 97501	X			

## Signatures

Cliff E Spencer, Attorney in Fact for Lithia Holding Company, LLC	09/14/2012
Signature of Reporting Person	Date
Cliff E Spencer, Attorney in Fact for Sidney B. DeBoer	09/14/2012
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. 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.