

AUTONATION, INC.
Form SC 13D/A
February 24, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

AutoNation, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

05329W102

(CUSIP Number)

Matthew S. Topham, Esq.

K&L Gates LLP

925 Fourth Avenue, Suite 2900

Seattle, Washington 98104

(206) 623-7580

**Laurie Smiley, Esq.
Arian Colachis, Esq.
2365 Carillon Point
Kirkland, WA 98033**

(425) 889-7900

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

February 24, 2010

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 05329W102

1. Names of Reporting Persons
Cascade Investment, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or (e)
 6. Citizenship or Place of Organization
State of Washington
- | | | | |
|---|-----|--------------------------|---------------|
| | 7. | Sole Voting Power | 11,865,688(1) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | 11,865,688(1) |
| | 10. | Shared Dispositive Power | -0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,865,688(1)
 12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (9)
7.0%
 14. Type of Reporting Person (See Instructions)
OO

(1)All shares of Common Stock held by Cascade Investment, L.L.C. (Cascade) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

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CUSIP No. 05329W102

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Bill & Melinda Gates Foundation Trust |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
WC |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or (e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
State of Washington |
| 7. | Sole Voting Power
-0- |
| 8. | Shared Voting Power
10,792,100(1) |
| 9. | Sole Dispositive Power
-0- |
| 10. | Shared Dispositive Power
10,792,100(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
10,792,100(1) |
| 12. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (9)
6.3% |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1)For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the Trust) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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1. Names of Reporting Persons
Melinda French Gates
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or (e)
 6. Citizenship or Place of Organization
United States of America
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
10,792,100(1) |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
10,792,100(1) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,792,100(1)
 12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (9)
6.3%
 14. Type of Reporting Person (See Instructions)
IN

(1)For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the "Trust") may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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1. Names of Reporting Persons
William H. Gates III
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or (e)
 6. Citizenship or Place of Organization
United States of America
- | | |
|-----|---|
| 7. | Sole Voting Power
11,865,688(1) |
| 8. | Shared Voting Power
10,792,100(2) |
| 9. | Sole Dispositive Power
11,865,688(1) |
| 10. | Shared Dispositive Power
10,792,100(2) |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,657,788(1)(2)
 12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (9)
13.3%
 14. Type of Reporting Person (See Instructions)
IN

(1)All shares of Common Stock held by Cascade Investment, L.L.C. (Cascade) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

(2)For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the Trust) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

EXPLANATORY STATEMENT

This Amendment No. 2 to Schedule 13D (Amendment) relates to the Common Stock, Par Value \$0.01 per share (the Common Stock) of AutoNation, Inc. (the Issuer). This Amendment is being jointly filed by Cascade Investment, L.L.C. (Cascade), Bill & Melinda Gates Foundation Trust (the Trust), William H. Gates III and Melinda French Gates (collectively, the Reporting Persons), to amend and supplement the Items set forth below of the Reporting Persons Schedule 13D previously filed with the Securities and Exchange Commission on February 5, 2009, as amended on February 6, 2009. Neither the present filing nor anything contained herein shall be construed as an admission that the Reporting Persons constitute a group for any purpose.

Item 4. Purpose of Transaction

The Board of Directors of the Issuer appointed Michael Larson, Business Manager of Cascade and chief investment officer for Mr. Gates, as an independent director of the Issuer effective February 24, 2010.

Item 5. Interest in Securities of the Issuer

(a) See items 11 and 13 of the cover pages to this Schedule 13D for the aggregate number of shares and percentage of Common Stock beneficially owned by each of the Reporting Persons.

(b) See items 7 through 10 of the cover pages to this Schedule 13D for the number of shares and percentage of Common Stock beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition.

(c) None.

(d) None.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 24, 2010

CASCADE INVESTMENT, L.L.C.(1)

By *
Name: Alan Heuberger(2)
Title: Attorney-in-fact for Michael Larson,
Business Manager

BILL & MELINDA GATES FOUNDATION TRUST(1)

By *
Name: Alan Heuberger (3)
Title: Attorney-in-fact for each of the
Co-Trustees, William H. Gates III and
Melinda French Gates

WILLIAM H. GATES III(1)

By *
Name: Alan Heuberger(3)(4)
Title: Attorney-in-fact

MELINDA FRENCH GATES(1)

By *
Name: Alan Heuberger (3)
Title: Attorney-in-fact

*By: /s/Alan Heuberger
Alan Heuberger

(1)This Amendment is being filed jointly by Cascade, the Trust, William H. Gates III and Melinda French Gates pursuant to the Joint Filing Agreement dated February 5, 2009 and included with the signature page to the Reporting Persons Schedule 13D filed with respect to the Issuer on February 5, 2009, SEC File No. 005-40342 and incorporated by reference herein.

(2)Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of Michael Larson, and attached as Exhibit 99.1 to Amendment No. 1 to Cascade s Schedule 13D with respect to Otter Tail Corporation filed on April 15, 2009, SEC File No. 005-06638 and incorporated by reference herein.

(3)Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III and Melinda French Gates as Co Trustees, and attached as Exhibit 99.5 to Cascade s Schedule 13D with respect to Grupo Televisa, S.A.B. filed on May 7, 2009, SEC File No. 005-60431 and incorporated by reference herein.

(4)Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III, and attached as Exhibit 99.2 to Amendment No. 1 to Cascade s Schedule 13D with respect to Otter Tail Corporation filed on April 15, 2009, SEC File No. 005-06638 and incorporated by reference herein.