

AUTONATION INC /FL
Form 4
March 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
MCALLISTER J ALEX

2. Issuer Name and Ticker or Trading Symbol
AUTONATION INC /FL [AN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2006

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

VP - Corporate Controller

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price | | |
| Common Stock | 03/15/2006 | | M | | 10,900 | A | \$ 11.05 | 10,900 | D ⁽¹⁾ |
| Common Stock | 03/15/2006 | | M | | 12,750 | A | \$ 12.25 | 23,650 | D ⁽¹⁾ |
| Common Stock | 03/15/2006 | | S | | 23,650 | D | \$ 21.90 | 0 | D ⁽¹⁾ |
| Common Stock | 03/17/2006 | | G ⁽²⁾ | | 3,000 | D | <u>(3)</u> | 0 | I See ⁽¹⁾ ⁽²⁾ |
| Common Stock | 03/17/2006 | | G ⁽²⁾ | | 3,000 | A | <u>(3)</u> | 3,000 ⁽²⁾ | I By trust ⁽¹⁾ |

Common Stock 03/17/2006 S 3,000 D \$ 22.32 0 I By trust ⁽¹⁾

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 11.05 | 03/15/2006 | | M | 10,900 | ⁽⁴⁾ 07/25/2011 | Common Stock | 10,900 |
| Employee Stock Option (right to buy) | \$ 12.25 | 03/15/2006 | | M | 12,750 | ⁽⁵⁾ 08/05/2012 | Common Stock | 12,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---|
| MCALLISTER J ALEX | Director 10% Owner Officer Other |
| | VP - Corporate Controller |

Signatures

Jonathan P. Ferrando,
Attorney-in-Fact 03/17/2006

 **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) Excludes 731 shares of AutoNation common stock held indirectly through the AutoNation, Inc. 401(k) Plan.
- (2) Gift of shares owned by a trust for the benefit of the Reporting Person's wife to a trust for the benefit of the Reporting Person.
- (3) N/A
- (4) The option vested in four equal annual installments beginning on July 25, 2002.
- (5) The option vests in four equal annual installments beginning on August 5, 2003.

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.