

DEBOER SIDNEY B  
Form 4  
September 27, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

2. Issuer Name and Ticker or Trading Symbol  
LITHIA MOTORS INC [LAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

150 NORTH BARTLETT STREET

3. Date of Earliest Transaction (Month/Day/Year)  
09/27/2012

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(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

MEDFORD, OR 97501

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	09/27/2012		C		31,953	A	\$ 0
Class A Common	09/27/2012		S <sup>(1)</sup>		1,800	D	\$ 33.25
Class A Common	09/27/2012		S <sup>(1)</sup>		3,887	D	\$ 33.26
Class A Common	09/27/2012		S <sup>(1)</sup>		3,462	D	\$ 33.27
Class A Common	09/27/2012		S <sup>(1)</sup>		122	D	\$ 33.28
	09/27/2012		S <sup>(1)</sup>		1,359	D	
							21,323

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Class A Common					\$	33.29	
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	600	D	\$ 33.3	20,723	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	1,096	D	\$ 33.31	19,627	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	1,600	D	\$ 33.32	18,027	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	100	D	\$ 33.33	17,927	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	800	D	\$ 33.34	17,127	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	100	D	\$ 33.35	17,027	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	200	D	\$ 33.36	16,827	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	700	D	\$ 33.37	16,127	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	300	D	\$ 33.38	15,827	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	300	D	\$ 33.39	15,527	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	4,370	D	\$ 33.4	11,157	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	900	D	\$ 33.41	10,257	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	1,904	D	\$ 33.42	8,353	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	700	D	\$ 33.43	7,653	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	100	D	\$ 33.44	7,553	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	3,200	D	\$ 33.5	4,353	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	3,453	D	\$ 33.51	900	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	800	D	\$ 33.52	100	D
Class A Common	09/27/2012	<u>S<sup>(1)</sup></u>	100	D	\$ 33.53	0	D



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