

AUTONATION INC /FL

Form 4

February 26, 2008

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAMPERT EDWARD S

(Last) (First) (Middle)

200 GREENWICH AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/22/2008		P	49,696 A \$ 15.1	8,631,514	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008		P	4,128 A \$ 15.11	8,635,642	I	See Footnotes (3) (8) (9)
Common Stock, par	02/22/2008		P	576 A \$ 15.12	8,636,218	I	See Footnotes

value								(3) (8) (9)
\$0.01 per share								
Common Stock, par value \$0.01 per share	02/22/2008	P	7,296	A	\$ 15.13	8,643,514	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	8,000	A	\$ 15.14	8,651,514	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	8,336	A	\$ 15.15	8,659,850	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	4,128	A	\$ 15.16	8,663,978	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	752	A	\$ 15.17	8,664,730	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	6,192	A	\$ 15.18	8,670,922	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	1,328	A	\$ 15.19	8,672,250	I	See Footnotes (3) (8) (9)
Common Stock, par value \$0.01 per share	02/22/2008	P	9,108	A	\$ 15.2	8,681,358	I	See Footnotes (3) (8) (9)
Common Stock, par value	02/22/2008	P	112	A	\$ 15.21	8,681,470	I	See Footnotes (3) (8) (9)

\$0.01 per share								
Common Stock, par value \$0.01 per share	02/22/2008	P	1,008	A	\$ 15.22	8,682,478	I	See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	02/22/2008	P	2,096	A	\$ 15.23	8,684,574	I	See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	02/22/2008	P	2,284	A	\$ 15.25	8,686,858	I	See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	02/22/2008	P	6,400	A	\$ 15.26	8,693,258	I	See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share	02/22/2008	P	6,576	A	\$ 15.3	8,699,834	I	See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						45,232,582	I	See Footnotes <u>(1)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						221,701	I	See Footnotes <u>(2)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						5,712,083	I	See Footnotes <u>(4)</u> <u>(9)</u>
Common Stock, par value \$0.01 per						61,964	I	See Footnotes <u>(5)</u> <u>(9)</u>

share

Common  
Stock, par  
value  
\$0.01 per  
share

2,455,251 I

See  
Footnotes  
(6) (9)

Common  
Stock, par  
value  
\$0.01 per  
share

130,000 <sup>(7)</sup>  
(9) D

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.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
		X		

ESL PARTNERS LP  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

RBS PARTNERS L P /CT  
200 GREENWICH AVENUE  
GREENWICH, CT 06830

X

## Signatures

/s/ Theodore W. Ulyot, EVP & General Counsel (See signatures of Reporting Persons as Exhibit 99.1)

02/26/2008

\_\_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 common stock, par value \$0.01 per share ("Shares"), of AutoNation, Inc. (the "Issuer") are held by ESL Partners, L.P. ("Partners").
- (2) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (3) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (4) These Shares are held by CBL Partners, L.P. ("CBL").
- (5) These Shares are held by ESL Investment Management, L.P. ("ESLIM").
- (6) These Shares are held by RBS Partners, L.P. ("RBS").
- (7) These Shares are held by Edward S. Lampert.
- (8) These Shares represent a portion of a single trade which was allocated between Partners and an account that was established by the investment member of Investors.
- (9) This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS and Partners. RBS is the general partner of Partners and the managing member of Investors. RBS Investment Management, LLC ("RBSIM") is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of the general partner of ESLIM.

### Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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