

ARNOLD H SCOTT  
Form 4  
March 05, 2019

**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 \*  
**ARNOLD H SCOTT**  
  
(Last) (First) (Middle)  
**200 SW 1ST AVE, SUITE 1600**  
  
(Street)  
**FORT LAUDERDALE, FL 33301**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AUTONATION, INC. [AN]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2019**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP-Cust Care/Brand Extensions**  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	03/01/2019		M	2,145 A	7,507	D	
Common Stock, par value \$0.01 per share	03/01/2019		M	1,084 A	8,591	D	
Common Stock, par value \$0.01 per share	03/01/2019		M	3,390 A	11,981	D	

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Common Stock, par value \$0.01 per share      03/01/2019      F      2,733      D      \$ 34.89      9,248      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	03/01/2019		M	2,145	(2) (2)	Common Stock, par value \$0.01 per share	2,145
Restricted Stock Units	(1)	03/01/2019		M	1,084	(3) (3)	Common Stock, par value \$0.01 per share	1,084
Restricted Stock Units	(1)	03/01/2019		M	3,390	(4) (4)	Common Stock, par value \$0.01 per share	3,390

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ARNOLD H SCOTT  
200 SW 1ST AVE  
SUITE 1600  
FORT LAUDERDALE, FL 33301

EVP-Cust  
Care/Brand  
Extensions

## Signatures

/s/ C. Coleman Edmunds,  
Attorney-in-Fact

03/05/2019

\_\_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) The restricted stock units converted into shares of AutoNation common stock on a one-for-one basis.

The reporting person received a grant of 8,581 restricted stock units on March 1, 2017, subject to stockholder approval of the AutoNation, Inc. 2017 Employee Equity and Incentive Plan, which was obtained on April 19, 2017. The restricted stock units vest in 25% annual

(2) increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

(3) The reporting person received a grant of 4,337 restricted stock units on June 1, 2017. The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

(4) The reporting person received a grant of 13,561 restricted stock units on March 1, 2018. The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2018, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

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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