

BENDER JAMES R

Form 3

January 17, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

BENDER JAMES R

(Last)

(First)

(Middle)

200 SW 1ST AVE, SUITE
1600

(Street)

FORT

LAUDERDALE, FL 33301

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/07/2019

3. Issuer Name and Ticker or Trading Symbol
AUTONATION, INC. [AN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP of Sales6. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

3,173

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/01/2023	Common Stock, par value \$0.01 per share	1,626	\$ 43.45	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/01/2023	Common Stock, par value \$0.01 per share	1,626	\$ 46.22	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/01/2023	Common Stock, par value \$0.01 per share	1,626	\$ 47.25	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/01/2023	Common Stock, par value \$0.01 per share	1,626	\$ 48.8	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/03/2024	Common Stock, par value \$0.01 per share	2,130	\$ 52.65	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/03/2024	Common Stock, par value \$0.01 per share	2,130	\$ 57.44	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/03/2024	Common Stock, par value \$0.01 per share	2,130	\$ 54.04	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/03/2024	Common Stock, par value \$0.01 per share	2,130	\$ 58.29	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	03/02/2025	Common Stock, par value \$0.01 per	2,130	\$ 62.6	D	Â

Employee Stock Option (right to buy)	Â (3)	03/02/2025	share Common Stock, par value 2,130 \$ 62.93 \$0.01 per share	D	Â
Employee Stock Option (right to buy)	Â (3)	03/02/2025	share Common Stock, par value 2,130 \$ 58.08 \$0.01 per share	D	Â
Employee Stock Option (right to buy)	Â (3)	03/02/2025	share Common Stock, par value 2,130 \$ 64.48 \$0.01 per share	D	Â
Employee Stock Option (right to buy)	Â (4)	03/01/2026	share Common Stock, par value 8,520 \$ 52.53 \$0.01 per share	D	Â
Restricted Stock Units	Â (5)	Â (5)	share Common Stock, par value 4,526 \$ (6) \$0.01 per share	D	Â
Restricted Stock Units	Â (7)	Â (7)	share Common Stock, par value 4,576 \$ (6) \$0.01 per share	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENDER JAMES R 200 SW 1ST AVE SUITE 1600 FORT LAUDERDALE, FL 33301	Â	Â	Â EVP of Sales	Â

Signatures

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

01/17/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013.
- (2) The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014.
- (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, subject to continued employment with AutoNation, Inc. (the "Company") through the applicable vesting date.
- (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of March 1, 2016, subject to continued employment with the Company through the applicable vesting date.
- (5) 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 Company through the applicable vesting date.
- (6) Each restricted stock unit represents a contingent right to receive one share of Company common stock, or at the Company's election, the cash value thereof.
- (7) 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 Company through the applicable vesting date.

Â

Remarks:

ExhibitÂ Index

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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