

DEBOER SIDNEY B
Form 4/A
January 16, 2013

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 *
DEBOER SIDNEY B

(Last) (First) (Middle)
150 N. BARTLETT STREET
(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock					130,028	D	
Class A Common Stock					50,000 ⁽¹⁾	I	By DeBoer Family, LLC ⁽²⁾
Class A Common Stock	12/05/2012		S		34,807	D	\$ 35.75
	12/05/2012		S		1,200	D	
					24,564	I	By Trust
					23,364	I	By Trust

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Class A Common Stock					\$ 35.76			
Class A Common Stock	12/05/2012	S	1,100	D	\$ 35.77	22,264	I	By Trust
Class A Common Stock	12/05/2012	S	221	D	\$ 35.78	22,043	I	By Trust
Class A Common Stock	12/05/2012	S	238	D	\$ 35.79	21,805	I	By Trust
Class A Common Stock	12/05/2012	S	400	D	\$ 35.8	21,405	I	By Trust
Class A Common Stock	12/05/2012	S	841	D	\$ 35.81	20,564	I	By Trust
Class A Common Stock	12/05/2012	S	300	D	\$ 35.82	20,264	I	By Trust
Class A Common Stock	12/05/2012	S	544	D	\$ 35.83	19,720	I	By Trust
Class A Common Stock	12/05/2012	S	1,483	D	\$ 35.84	18,237	I	By Trust
Class A Common Stock	12/05/2012	S	100	D	\$ 35.85	18,137	I	By Trust
Class A Common Stock	12/05/2012	S	17	D	\$ 35.87	18,120	I	By Trust
Class A Common Stock	12/05/2012	S	800	D	\$ 35.88	17,320	I	By Trust
Class A Common Stock	12/05/2012	S	100	D	\$ 35.89	17,220	I	By Trust
Class A Common Stock	12/05/2012	S	400	D	\$ 35.9	16,820	I	By Trust
Class A Common	12/05/2012	S	400	D	\$ 35.91	16,420	I	By Trust

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Stock									
Class A Common Stock	12/05/2012		S	13,020	D	\$ 36	3,400	I	By Trust
Class A Common Stock	12/05/2012		S	100	D	\$ 36.02	3,300	I	By Trust
Class A Common Stock	12/05/2012		S	100	D	\$ 36.04	3,200	I	By Trust
Class A Common Stock	12/05/2012		S	878	D	\$ 36.1	2,322	I	By Trust
Class A Common Stock	12/05/2012		S	212	D	\$ 36.11	2,110	I	By Trust
Class A Common Stock	12/05/2012		S	1,910	D	\$ 36.14	200	I	By Trust
Class A Common Stock	12/05/2012		S	200	D	\$ 36.19	0	I	By Trust

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

