LITHIA HOLDING CO LLC

Form 4/A March 27, 2012

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 See Instruction

may continue.

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(b).

(Last)

1. Name and Address of Reporting Person * LITHIA HOLDING CO LLC

(First)

2. Issuer Name and Ticker or Trading Symbol

LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction (Month/Day/Year) 03/13/2012

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year) 03/15/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

MEDFORD, OR 97501

360 E. JACKSON ST.

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Class A Common	03/13/2012		C	48,900	A	\$ 0	48,900	D	
Class A Common	03/13/2012		S	26,300	D	\$ 25.51	22,600	D	
Class A Common	03/13/2012		S	900	D	\$ 25.5	21,700	D	
Class A Common	03/13/2012		S	20,668	D	\$ 25.52	1,032	D	
Class A Common	03/13/2012		S	1,032	D	\$ 25.55	0	D	

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

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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. Transactic Code (Instr. 8)	orDeriva Securi Acqui	ities ared (A) sposed of3, 4,	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	<u>(1)</u>	03/13/2012		C		48,900	<u>(1)</u>	<u>(1)</u>	Class A Common	48,900	

Other

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			
LITHIA HOLDING CO LLC 360 E. JACKSON ST. MEDFORD, OR 97501		X				
DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501	X	X	CEO			

Signatures

By: Cliff E. Spencer, Attorney in Fact	03/27/2012		
**Signature of Reporting Person	Date		
By: Cliff E. Spencer, Attorney in Fact for	03/27/2012		
**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) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.