AUTONATION INC /FL
Form 4
May 03, 2006

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESL INVESTMENTS INC

(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)
05/01/2006

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	05/01/2006		S		378,999	D	$ 22.5	36,851,402	I	See footnotes (1) (7)
Common Stock, par value $0.01 per share	05/01/2006		S		2,564	D	$ 22.5	249,330	I	See footnotes (2) (7)
Common Stock, par	05/01/2006		S		127,537	D	$ 22.5	12,400,904	I	See footnotes

value $0.01 per share			(3) (7)
Common Stock, par value $0.01 per share	6,489,980	I	See footnotes (4) (7)
Common Stock, par value $0.01 per share	70,403	I	See footnotes (5) (7)
Common Stock, par value $0.01 per share	134,102	D (6) (7)	

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 Bene Owne Follo Repo Trans (Instr
				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

ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X
ESL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		X
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830		X
ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830		X
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVE GREENWICH, CT 06830		X
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830	X	X

Signatures

Theodore W. Ullyot, EVP & General Counsel (See signatures of Reporting Persons as Exhibit 99.1)	05/03/2006
**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 by 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, LLC ("ESLIM").
(6)	These Shares are held by ESL Investments, Inc. ("Investments").
(7)	This Form 4 is filed on behalf of Partners, Institutional, Investors, Investments, RBS Partners, L.P. ("RBS"), RBS Investment Management, LLC ("RBSIM") and Edward S. Lampert. RBS is the general partner of Partners and the managing member of Investors. 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 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 Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of his or its

pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

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.