#### DEBOER BRYAN B

Form 4

February 25, 2013

### FORM 4

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

OMB

**OMB APPROVAL** 

Number: Expires:

3235-0287 January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEBOER BRYAN B			2. Issuer Name and Ticker or Trading Symbol LITHIA MOTORS INC [LAD]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle) 3. Date of Earliest Transaction			(Check all applicable)		
150 N. BARTLETT STREET			(Month/Day/Year) 02/22/2013	X Director 10% Owner X Officer (give title Other (specify below) below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	Chief Executive officer  6. Individual or Joint/Group Filing(Check Applicable Line)		
MEDEORD OR 97501				_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

#### MEDFORD, OR 97501

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	ecurities A	Acquired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D) Pri	(Instr 3 and 4)		
Class A Common Stock	02/22/2013		A	54,000 (1)	A \$0	) 111,455	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: DEBOER BRYAN B - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of the family frauess	Director	10% Owner	Officer	Other			
DEBOER BRYAN B 150 N. BARTLETT STREET MEDFORD, OR 97501	X		Chief Executive officer				

# **Signatures**

Larissa McAlister, Attorney-in-Fact 02/25/2013

\*\*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) Shares are issuable as a result of satisfaction of performance goals under a performance share award. Compensation committee certification of the award payout level occurred on the transaction date.

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.

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