Hillier Scott Form 4 April 26, 2013

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 may continue.

See Instruction

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)

Common

1. Name and Address of Reporting Person * Hillier Scott

(First) (Middle)

150 N. BARTLETT STREET

MEDFORD, OR 97501

(Street)

2. Issuer Name and Ticker or Trading Symbol

LITHIA MOTORS INC [LAD]

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

04/26/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

Sr. VP of Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	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 ord Dispos (Instr. 3, 4)	ed of	` ′	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 Stock	04/26/2013		M	5,000	A	\$ 9.375	57,810	D	
Class A Common Stock	04/26/2013		M	35,000	A	\$ 5.37	92,810	D	
Class A. Common Stock	04/26/2013		S	3,000	D	\$ 48.15	89,810	D	
Class A.	04/26/2013		S	2,000	D	\$ 48.2	87,810	D	

Stock							
Class A. Common Stock	04/26/2013	S	2,408	D	\$ 48.22	85,402	D
Class A. Common Stock	04/26/2013	S	500	D	\$ 48.27	84,902	D
Class A. Common Stock	04/26/2013	S	500	D	\$ 48.28	84,402	D
Class A. Common Stock	04/26/2013	S	1,495	D	\$ 48.29	82,907	D
Class A. Common Stock	04/26/2013	S	92	D	\$ 48.3	82,815	D
Class A. Common Stock	04/26/2013	S	2,000	D	\$ 48.34	80,815	D
Class A. Common Stock	04/26/2013	S	500	D	\$ 48.3401	80,315	D
Class A. Common Stock	04/26/2013	S	2,200	D	\$ 48.35	78,115	D
Class A. Common Stock	04/26/2013	S	1,700	D	\$ 48.36	76,415	D
Class A. Common Stock	04/26/2013	S	300	D	\$ 48.37	76,115	D
Class A. Common Stock	04/26/2013	S	500	D	\$ 48.38	75,615	D
Class A. Common Stock	04/26/2013	S	942	D	\$ 48.4	74,673	D
Class A. Common Stock	04/26/2013	S	500	D	\$ 48.41	74,173	D
Class A. Common Stock	04/26/2013	S	2,000	D	\$ 48.43	72,173	D

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Class A. Common Stock	04/26/2013	S	3,273	D	\$ 48.45	68,900	D
Class A. Common Stock	04/26/2013	S	27	D	\$ 48.47	68,873	D
Class A. Common Stock	04/26/2013	S	300	D	\$ 48.48	68,573	D
Class A. Common Stock	04/26/2013	S	6,951	D	\$ 48.5	61,622	D
Class A. Common Stock	04/26/2013	S	1,218	D	\$ 48.51	60,404	D
Class A. Common Stock	04/26/2013	S	113	D	\$ 48.5101	60,291	D
Class A. Common Stock	04/26/2013	S	642	D	\$ 48.52	59,649	D
Class A. Common Stock	04/26/2013	S	50	D	\$ 48.53	59,599	D
Class A. Common Stock	04/26/2013	S	100	D	\$ 48.54	59,499	D
Class A. Common Stock	04/26/2013	S	204	D	\$ 48.55	59,295	D
Class A. Common Stock	04/26/2013	S	1,022	D	\$ 48.56	58,273	D
Class A. Common Stock	04/26/2013	S	133	D	\$ 48.57	58,140	D

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)

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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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 9.375	04/26/2013		M	5,000	<u>(1)</u>	03/10/2014	Class A Common Stock	5,000	
Stock Option (right to buy)	\$ 5.37	04/26/2013		M	35,000	(2)	08/11/2014	Class A Common Stock	35,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Hillier Scott

150 N. BARTLETT STREET Sr. VP of Operations

MEDFORD, OR 97501

Signatures

Larissa McAlister, Attorney-in-Fact 04/26/2013

**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) The option vested for 25% of the shares on each of the first four anniversaries of the grant date.
- (2) 50% of the shares vested on the second anniversary of the grant date and 25% of the shares vested on each of the third and fourth anniversaries of the grant 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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