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LITHIA MOT	FORS INC										
Form 4											
February 11,	2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-028			
	Check this box						Expires:	January 31			
Section 16.			F CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated a	Estimated average burden hours per		
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,					response	response 0.5			
obligation	· ·						f 1935 or Sectio				
may contin	nue.			•	•	Act of 19)11			
See Instruct 1(b).	ction	50(II)	of the fire	<i>csunche</i>	company						
(Print or Type R	esponses)										
1 Name and Ad	Idress of Penorting	Derson *	2.1		m. 1 m	n 1.	5 Delationship o	f Danarting Dar	son(s) to		
1. Name and Address of Reporting Person <u>*</u> DEBOER JEFFREY B			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			-	MOTOR	S INC II	ADI					
					-		(Che	ck all applicable	e)		
(Last)	(First)	(Middle)		Earliest Tra	insaction		Director	100	6 Owner		
360 E. JACKSON ST.			(Month/Day/Year) 02/09/2005				Director To a Owner X Officer (give title Other (specify below) below) Senior Vice President, CFO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
							Applicable Line)				
MEDFORD,	OR 97501						_X_ Form filed by Form filed by Person				
(City)	(State)	(Zip)	Table	I Non D	anivativa S	convition A a	quired, Disposed o	f on Donoficial	Ur Owned		
									•		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Class A Common							1,298	Ι	By 401(k)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

5. Number of 1. Title of 2. 3. Transaction Date 3A. Deemed 4. 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Conversion Security or Exercise (Month/Day/Year) (Instr. 3 and 4) Code Securities any (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Date Expiration or Title Exercisable Date Number Code V (D) of Shares (A) Stock Option (2001)Class A \$1 12/26/2005 12/26/2010 8,000 Common (NQ) (right to buy) Stock Option Class A (2001nq) \$ 19.24 12/26/2006 12/26/2011 8,000 Common (right to buy) Stock Option Class A 12,000 02/09/2010 02/09/2011 12,000 \$27.58 02/09/2005 А (right to Common buy) Class B Class A \$0 (1) (1) 1,871 Common Common Class B Class A (1) (1) \$0 66,348 Common Common Stock Option (1997)Class A (3)\$1 12/31/2005 727 Common (NQ) (right to buy) Stock Option (2000a) Class A (4) 6,750 \$16.75 01/06/2010 Common (NQ) (right to buy) Stock 12/26/2007 12/26/2012 \$15.13 Class A 8,000 Option Common (2002ng)

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(right to buy)					
Stock Option (right to buy)	\$ 29.42	03/11/2009	03/11/2010	Class A Common	8,001
Stock Option (1997bj) (NQ) (right to buy)	\$ 10.75	<u>(5)</u>	03/03/2005	Class A Common	14,000
Stock Option (1998bj) (NQ) (right to buy)	\$ 14.75	01/01/2003	12/31/2005	Class A Common	4,000
Stock Option (1999bj) (NQ) (right to buy)	\$ 16.5	01/01/2004	01/01/2009	Class A Common	4,000
Stock Option (2000aj) (NQ) (right to buy)	\$ 16.75	<u>(6)</u>	01/06/2010	Class A Common	13,250
Stock Option (2000bj) (NQ) (right to buy)	\$ 16.75	01/06/2005	01/06/2010	Class A Common	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEBOER JEFFREY B						
360 E. JACKSON ST.			Senior Vice President, CFO			
MEDFORD, OR 97501						

Signatures

By: Cliff E. Spencer, Attorney in Fact for

02/10/2005

**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.
- (2) Mr. DeBoer is a member in the DeBoer Insurance, LLC which is a member of Lithia Holding Company, LLC, the owner of all of the Class B Common stock of Lithia Motors.
- (3) The options vest as to 20% of the total grant on the date of grant and 20% each anniversary date thereafter.
- (4) Beginning on the1st anniversary of the grant date, the options vest as to 20% of the total grant on each of the 1st through the 5th anniversaries.
- (5) Beginning on the 1st anniversary of the grant date, the options vest as to 20% of the total grant on each of the 1st through the 5th anniversaries.
- (6) The options vest as follows: 3,402 on 1/6/01; 3,402 on 1/6/02; 2,447 on 1/6/03; 2,029 on 1/6/04; and 1,970 on 1/6/05.

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.