

AUTONATION INC /FL
Form 4
May 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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. 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)
05/22/2006

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 | (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 05/22/2006 | | S | | 533,343 | D | \$ 21.75 | 32,879,639 | I | See footnotes (1) (8) |
| Common Stock, par value \$0.01 per share | 05/23/2006 | | S | | 111,718 | D | \$ 21.75 | 32,767,921 | I | See footnotes (1) (8) |
| Common Stock, par | 05/22/2006 | | S | | 3,609 | D | \$ 21.75 | 222,457 | I | See footnotes |

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| | | | | | | | | |
|--|------------|---|---------|---|-------------|------------|-------------------------|---|
| value \$0.01 per share | | | | | | | | <u>(2)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 756 | D | \$ 21.75 | 221,701 | I | See footnotes <u>(2)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/22/2006 | S | 179,476 | D | \$ 21.75 | 11,064,362 | I | See footnotes <u>(3)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 37,597 | D | \$ 21.75 | 11,026,765 | I | See footnotes <u>(3)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/22/2006 | S | 92,972 | D | \$ 21.75 | 5,731,558 | I | See footnotes <u>(4)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 19,475 | D | \$ 21.75 | 5,712,083 | I | See footnotes <u>(4)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 8,439 | D | \$ 21.75 | 61,964 | I | See footnotes <u>(5)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 329 | D | \$ 21.75 | 2,406 | I | See footnotes <u>(6)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 05/23/2006 | S | 16,074 | D | \$ 21.75 | 118,028 | D <u>(7)</u> <u>(8)</u> | |

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**

SEC 1474
(9-02)

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)

| 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830 | | X | | |
| ESL INVESTORS LLC 200 GREENWICH AVE GREENWICH, CT 06830 | | X | | |
| Tynan, LLC 200 GREENWICH AVE. GREENWICH, CT 06830 | | X | | |
| CBL Partners, L.P. 200 GREENWICH AVE. GREENWICH, CT 06830 | | X | | |
| ESL PARTNERS LP ONE LAFAYETTE PLAC GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Theodore W. Ullyot, EVP & General
Counsel

05/24/2006

__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 Tynan, LLC ("Tynan").
- These Shares are held by ESL Investments, Inc. ("Investments"). The 118,028 Shares reported herein are held directly by Investments.
- (7) This number does not include the following additional Shares as to which Investments may be deemed to have a pecuniary interest: 32,767,921 Shares held by Partners, 221,701 Shares held by Institutional, 11,026,765 Shares held by Investors and 5,712,083 Shares held by CBL.
- This Form 4 is filed on behalf of Partners, Institutional, Investors, CBL, ESLIM, Tynan, Investments, RBS Partners, L.P. ("RBS"), RBS Investment Management, LLC ("RBSIM"), Edward S. Lampert and William C. Crowley. 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
- (8) manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of ESLIM. Mr. Crowley is the President and Chief Operating Officer of Investments and the sole member of Tynan. Because the Securities and Exchange Commission cannot accept more than ten reporting persons in a Form 4 filing, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley are included as reporting persons on a separately filed Form 4 containing the same information as this filing.

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.