

DEBOER SIDNEY B
Form 4/A
January 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DEBOER SIDNEY B

(Last) (First) (Middle)

150 N. BARTLETT STREET

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock					130,028	D	
Class A Common Stock					50,000 ⁽¹⁾	I	By DeBoer Family, LLC ⁽²⁾
Class A Common Stock	12/05/2012		S		34,807	D	\$ 35.75
	12/05/2012		S		1,200	D	23,364
					24,564	I	By Trust
					23,364	I	By Trust

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Class A Common Stock					\$ 35.76			
Class A Common Stock	12/05/2012	S	1,100	D	\$ 35.77	22,264	I	By Trust
Class A Common Stock	12/05/2012	S	221	D	\$ 35.78	22,043	I	By Trust
Class A Common Stock	12/05/2012	S	238	D	\$ 35.79	21,805	I	By Trust
Class A Common Stock	12/05/2012	S	400	D	\$ 35.8	21,405	I	By Trust
Class A Common Stock	12/05/2012	S	841	D	\$ 35.81	20,564	I	By Trust
Class A Common Stock	12/05/2012	S	300	D	\$ 35.82	20,264	I	By Trust
Class A Common Stock	12/05/2012	S	544	D	\$ 35.83	19,720	I	By Trust
Class A Common Stock	12/05/2012	S	1,483	D	\$ 35.84	18,237	I	By Trust
Class A Common Stock	12/05/2012	S	100	D	\$ 35.85	18,137	I	By Trust
Class A Common Stock	12/05/2012	S	17	D	\$ 35.87	18,120	I	By Trust
Class A Common Stock	12/05/2012	S	800	D	\$ 35.88	17,320	I	By Trust
Class A Common Stock	12/05/2012	S	100	D	\$ 35.89	17,220	I	By Trust
Class A Common Stock	12/05/2012	S	400	D	\$ 35.9	16,820	I	By Trust
Class A Common	12/05/2012	S	400	D	\$ 35.91	16,420	I	By Trust

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Stock									
Class A Common Stock	12/05/2012		S	13,020	D	\$ 36	3,400	I	By Trust
Class A Common Stock	12/05/2012		S	100	D	\$ 36.02	3,300	I	By Trust
Class A Common Stock	12/05/2012		S	100	D	\$ 36.04	3,200	I	By Trust
Class A Common Stock	12/05/2012		S	878	D	\$ 36.1	2,322	I	By Trust
Class A Common Stock	12/05/2012		S	212	D	\$ 36.11	2,110	I	By Trust
Class A Common Stock	12/05/2012		S	1,910	D	\$ 36.14	200	I	By Trust
Class A Common Stock	12/05/2012		S	200	D	\$ 36.19	0	I	By Trust

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)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
DEBOER SIDNEY B 150 N. BARTLETT STREET MEDFORD, OR 97501	X		Executive Chairman	

Signatures

Larissa McAlister,
Attorney-in-Fact

01/16/2013

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) This amended Form 4 is filed solely to correct the number of shares held by DeBoer Family, LLC.
 - (2) Sidney B. DeBoer is the trustee of the Sidney B. DeBoer Trust, the majority owner and sole manager of DeBoer Family, LLC.

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.