

LITHIA MOTORS INC
Form 4
February 11, 2005

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
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES DON H

(Last) (First) (Middle)

360 E. JACKSON ST.

(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)
02/09/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. Vice President, Retail

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common					27,047	D	
Class A Common					10,664	I	By 401(k)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.58	02/09/2005		A		12,000		02/09/2010	02/09/2011	Class A Common	12,000
Stock Option (1997) (NQ) (right to buy)	\$ 1							<u>(1)</u>	12/31/2005	Class A Common	3,636
Stock Option (1998) (ISO) (right to buy)	\$ 14.75							01/01/2003	12/31/2005	Class A Common	4,000
Stock Option (1998) (NQ) (right to buy)	\$ 1							<u>(1)</u>	12/31/2008	Class A Common	1,935
Stock Option (1999) (ISO) (right to buy)	\$ 16.5							01/01/2004	01/01/2009	Class A Common	4,000
Stock Option (2000) (ISO) (right to buy)	\$ 16.75							01/06/2005	01/06/2010	Class A Common	4,000

Stock Option (2000a) (ISO) (right ot buy)	\$ 16.75	<u>(2)</u>	01/06/2010	Class A Common	14,446
Stock Option (2000c) (NQ) (right to buy)	\$ 16.75	<u>(3)</u>	01/06/2010	Class A Common	5,554
Stock Option (2001iso) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	5,197
Stock Option (2002iso) (right to buy)	\$ 15.13	12/26/2007	12/26/2012	Class A Common	6,609
Stock Option (2002nq) (right to buy)	\$ 15.13	12/26/2007	12/26/2012	Class A Common	1,391
Stock Option (right to buy)	\$ 29.42	03/11/2009	03/11/2010	Class A Common	8,001
Stock Option (2001) (NQ) (right to buy)	\$ 1	12/26/2005	12/26/2010	Class A Common	8,000
Stock Option (2001nq) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	2,803

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer

Other

JONES DON H
360 E. JACKSON ST.
MEDFORD, OR 97501

Sr. Vice President, Retail

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) The options vest as to 20% of the total grant on the date of grant and 20% each anniversary date thereafter.
- (2) The option vests as follows: 4,000 on 1/6/01; 4,000 on 1/6/02; 2,447 on 1/6/03; 2,029 on 1/6/04 and 1,970 on 1/6/05
- (3) The options vest as follows: 1,553 on 1/6/03; 1,971 on 1/6/04; and 2,030 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.

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