

AUTONATION, INC.  
 Form 3  
 May 20, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| CANNON MARC G                             |         | (Month/Day/Year)                     | AUTONATION, INC. [AN]  |  |
| (Last)                                    | (First) | (Middle)                             | 05/12/2016   |  |
| 200 SW 1ST AVE, SUITE 1600                |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| FORT LAUDERDALE, FL 33301                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | CMO & SVP, Communications  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 20,988  | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|   | Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares                     |       | or Indirect<br>(I)<br>(Instr. 5) |     |
|---|---------------------|--------------------|--|-------|----------------------------------|-----|
| Employee Stock Option<br>(right to buy) | Â <u>(1)</u>        | 03/01/2021         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,041 | \$ 32.5                          | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(1)</u>        | 03/01/2021         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,041 | \$ 34.51                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(1)</u>        | 03/01/2021         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 4,162 | \$ 40.37                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(1)</u>        | 03/01/2021         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,041 | \$ 35.99                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(2)</u>        | 03/01/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,892 | \$ 34.09                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(2)</u>        | 03/01/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,892 | \$ 35                            | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(2)</u>        | 03/01/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 3,784 | \$ 41.16                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(2)</u>        | 03/01/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 3,784 | \$ 38.63                         | D Â |
| Employee Stock Option<br>(right to buy) | Â <u>(3)</u>        | 03/01/2023         | Common<br>Stock, par<br>value<br>\$0.01 per          | 3,270 | \$ 43.45                         | D Â |

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|   |              |            |  |       |          |   |   |
|---|--------------|------------|--|-------|----------|---|---|
| Employee Stock Option<br>(right to buy) | Â <u>(3)</u> | 03/01/2023 | share<br>Common<br>Stock, par<br>value \$0.01 per<br>share | 3,270 | \$ 46.22 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(3)</u> | 03/01/2023 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,270 | \$ 47.25 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(3)</u> | 03/01/2023 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,270 | \$ 48.8  | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(4)</u> | 03/03/2024 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 52.65 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(4)</u> | 03/03/2024 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 57.44 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(4)</u> | 03/03/2024 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 54.04 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(4)</u> | 03/03/2024 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 58.29 | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(5)</u> | 03/02/2025 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 62.6  | D | Â |
| Employee Stock Option<br>(right to buy) | Â <u>(5)</u> | 03/02/2025 | Common<br>Stock, par<br>value \$0.01 per<br>share          | 3,427 | \$ 62.93 | D | Â |

|                                      |       |            |  |        |          |   |   |
|--------------------------------------|-------|------------|--|--------|----------|---|---|
| Employee Stock Option (right to buy) | Â (5) | 03/02/2025 | Common Stock, par value \$0.01 per share | 3,427  | \$ 58.08 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/02/2025 | Common Stock, par value \$0.01 per share | 3,427  | \$ 64.48 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/01/2026 | Common Stock, par value \$0.01 per share | 17,824 | \$ 52.53 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| CANNON MARC G<br>200 SW 1ST AVE<br>SUITE 1600<br>FORT LAUDERDALE, FL 33301 | Â             | Â         | Â CMO & SVP, Communications | Â     |

## Signatures

/s/ Jonathan P. Ferrando,  
Attorney-in-Fact

05/20/2016

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011.
- (2) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012, subject to continuous employment with the Company.
- (3) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2013, subject to continuous employment with the Company.
- (4) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2014, subject to continuous employment with the Company.
- (5) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, subject to continuous employment with the Company.
- (6) The option becomes exercisable in 25% annual increments on each of the first four anniversaries of March 1, 2016, subject to continuous employment with the Company.

Â

Remarks:

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Exhibit Index

Exhibit 24 - Power of Attorney

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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