

DEBOER SIDNEY B  
Form 4  
July 25, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEBOER SIDNEY B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
150 N. BARTLETT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/21/2017

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

MEDFORD, OR 97501

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
Class A Common Stock	07/21/2017		C	262,231 A	\$ 0	261,231 <sup>(1)</sup> I	By The Sidney B. DeBoer Trust and Lithia Holding Company, L.L.C. <sup>(2)</sup>
Class A Common Stock	07/21/2017		J <sup>(3)</sup>	262,231 D	\$ 99.15 <sup>(4)</sup>	0 <sup>(5)</sup> D	
Class A Common Stock	07/21/2017		J <sup>(3)</sup>	146,381 A	\$ 218,137 <sup>(6)</sup>	I	By The

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Common Stock	99.15 <u>(4)</u>		Sidney B. DeBoer Trust and DeBoer Family LLC <u>(7)</u>
Class A Common Stock	28,668	D	
Class A Common Stock	3,051	I	By wife jointly

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(8)</u>	07/21/2017		C	262,231	<u>(8)</u> <u>(8)</u>	Class A Common Stock	262,231

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBOER SIDNEY B 150 N. BARTLETT STREET MEDFORD, OR 97501		X		

## Signatures

Kevin Cundick, Attorney-in-Fact for Sidney B.  
DeBoer

07/25/2017

\_\_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) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all shares of Lithia Motors, Inc. Class A Common Stock owned by Lithia Holding Company, L.L.C. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the inclusion of such shares in this Form 4 shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the securities shown in row 1 of column 5 of table I.

(3) Distribution by Lithia Holding Company, L.L.C of Lithia Motors, Inc. Class A Common Stock to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC.

(4) The price shown is the value of one share of Lithia Motors, Inc. Class A Common Stock at the close of the New York Stock Exchange on July 21, 2017.

(5) Lithia Holding Company, L.L.C distributed Lithia Motors, Inc. Class A Common Stock to certain members of Lithia Holding Company, L.L.C., including DeBoer Family LLC. The shares distributed to DeBoer Family LLC are shown on the next row.

(6) As permitted by instruction 4(b)(iv) to Form 4, the reporting person is reporting beneficial ownership of all shares of Lithia Motors, Inc. Class A Common Stock owned by DeBoer Family LLC. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the inclusion of such shares in this Form 4 shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(7) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of DeBoer Family LLC, which is the direct owner of the securities shown in row 3 of column 5 of table I.

(8) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

(9) The reporting person is the settlor of the Sidney B. DeBoer Trust, and the Sidney B. DeBoer Trust is revocable by the reporting person at any time at the reporting person's option. The Sidney B. DeBoer Trust is a member and the sole manager of Lithia Holding Company, L.L.C., which is the direct owner of the securities shown in row 1 of column 9 of table II.

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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