

ARNOLD H SCOTT

Form 4

March 05, 2019

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARNOLD H SCOTT

(Last) (First) (Middle)

200 SW 1ST AVE, SUITE 1600

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AUTONATION, INC. [AN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP-Cust Care/Brand Extensions

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2019                              |                                                             | M                                       | 2,145 A <u>11</u>                                                       | 7,507                                                                                                              | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2019                              |                                                             | M                                       | 1,084 A <u>11</u>                                                       | 8,591                                                                                                              | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/01/2019                              |                                                             | M                                       | 3,390 A <u>11</u>                                                       | 11,981                                                                                                             | D                                                                    |                                         |

# Edgar Filing: ARNOLD H SCOTT - Form 4

Common  
Stock, par  
value \$0.01  
per share

03/01/2019

F 2,733 D \$ 34.89 9,248 D

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 required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |                                                      |                                        |    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|----------------------------------|------------------------------------------------------|----------------------------------------|----|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date               | Title                                                | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                            | 03/01/2019                              |                                                             | M                                       |                                                                                                                 | 2,145                                                          |     | <u>(2)</u>                                                          | <u>(2)</u>                       | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,145                                  | \$ |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                            | 03/01/2019                              |                                                             | M                                       |                                                                                                                 | 1,084                                                          |     | <u>(3)</u>                                                          | <u>(3)</u>                       | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,084                                  | \$ |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                            | 03/01/2019                              |                                                             | M                                       |                                                                                                                 | 3,390                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>                       | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 3,390                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

ARNOLD H SCOTT  
200 SW 1ST AVE  
SUITE 1600  
FORT LAUDERDALE, FL 33301

EVP-Cust  
Care/Brand  
Extensions

## Signatures

/s/ C. Coleman Edmunds,  
Attorney-in-Fact

03/05/2019

\_\_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 restricted stock units converted into shares of AutoNation common stock on a one-for-one basis.

The reporting person received a grant of 8,581 restricted stock units on March 1, 2017, subject to stockholder approval of the AutoNation, Inc. 2017 Employee Equity and Incentive Plan, which was obtained on April 19, 2017. The restricted stock units vest in 25% annual

(2) increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

The reporting person received a grant of 4,337 restricted stock units on June 1, 2017. The restricted stock units vest in 25% annual

(3) increments on each of the first four anniversaries of March 1, 2017, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

The reporting person received a grant of 13,561 restricted stock units on March 1, 2018. The restricted stock units vest in 25% annual

(4) increments on each of the first four anniversaries of March 1, 2018, subject to continued employment with the registrant. Each restricted stock unit represents a contingent right to receive one share of AutoNation common stock, or at AutoNation's election, the cash value thereof.

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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