

HEIMANN M L DICK  
Form 5  
February 07, 2006

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
HEIMANN M L DICK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President of Corporate Affairs

(Last) (First) (Middle)  
360 E. JACKSON ST.  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2006

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

6. Individual or Joint/Group Reporting (check applicable line)

MEDFORD, OR 97501

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common	12/13/2005		G	800 D \$0	135,120	D	
Class A Common					26,175	I	By 401(k)
Class A Common					15,964	I	By Spouse

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	\$ 0	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common	1,390,18
Stock Option (2000sd) (NQ) (right to buy)	\$ 16.75	Â	Â	Â	Â	Â	Â <u>(3)</u>	01/06/2010		Class A Common	22,010
Stock Option (2002nq) (right to buy)	\$ 15.13	Â	Â	Â	Â	Â	12/26/2007	12/26/2012		Class A Common	16,000
Stock Option (right to buy)	\$ 29.42	Â	Â	Â	Â	Â	03/11/2009	03/11/2010		Class A Common	16,002
Stock Option (right to buy)	\$ 27.58	Â	Â	Â	Â	Â	02/09/2010	02/09/2011		Class A Common	18,000
Stock Option (2001) (NQ) (right to buy)	\$ 1	Â	Â	Â	Â	Â	12/26/2005	12/26/2010		Class A Common	16,000
Stock Option (2001nq) (right to	\$ 19.24	Â	Â	Â	Â	Â	12/26/2006	12/26/2011		Class A Common	16,000

buy)

Stock

Option

(2001sd)

(NQ)

(right to

purchase)

\$ 11.81

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^

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^

^

^ (4)

12/26/2010

Class A  
Common

31,788

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIMANN M L DICK 360 E. JACKSON ST. MEDFORD, OR 97501	^ X	^	^ President of Corporate Affairs	^

## Signatures

By: Cliff E. Spencer,  
Attorney-in-Fact for

02/07/2006

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) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (2) The Class B Common stock is owned by Heimann Family, LLC, of which M.L. Dick Heimann is the majority member and its sole manager and he has elected to report all of the securities owned by the LLC as being beneficially owned by him.
- (3) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (4) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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