

LITHIA HOLDING CO LLC  
 Form 4/A  
 March 27, 2012

**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  
 LITHIA HOLDING CO LLC

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)  
 360 E. JACKSON ST.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/13/2012

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

MEDFORD, OR 97501  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 03/15/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	03/13/2012		C		48,900	A	\$ 0
Class A Common	03/13/2012		S		26,300	D	\$ 25.51
Class A Common	03/13/2012		S		900	D	\$ 25.5
Class A Common	03/13/2012		S		20,668	D	\$ 25.52
Class A Common	03/13/2012		S		1,032	D	\$ 25.55
Class A Common	03/13/2012		S		1,032	D	\$ 25.55

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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. P	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Class B Common (1)	(1)	03/13/2012		C	48,900	(1) (1)		Class A Common	48,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITHIA HOLDING CO LLC 360 E. JACKSON ST. MEDFORD, OR 97501		X		
DEBOER SIDNEY B 360 E. JACKSON ST. MEDFORD, OR 97501	X	X	CEO	

## Signatures

By: Cliff E. Spencer, Attorney in Fact  
Date: 03/27/2012

\*\*Signature of Reporting Person Date

By: Cliff E. Spencer, Attorney in Fact for  
Date: 03/27/2012

\*\*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.

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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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