

AUTONATION INC /FL
Form 4
May 03, 2006

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 *
JACKSON MICHAEL J

(Last) (First) (Middle)
110 SE 6TH STREET-20TH FLOOR
(Street)

FT. LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTONATION INC /FL [AN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/02/2006		M		155,200	A	\$ 10.61
Common Stock	05/02/2006		S		3,000	D	\$ 22.49
Common Stock	05/02/2006		S		600	D	\$ 22.48
Common Stock	05/02/2006		S		400	D	\$ 22.47
Common Stock	05/02/2006		S		3,700	D	\$ 22.46
							400,200
							397,200
							396,600
							396,200
							392,500
							I
							I
							I
							I
							I
							By trust
							By trust
							By trust
							By trust
							By trust

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Common Stock	05/02/2006		S	16,600	D	\$ 22.45	375,900	I	By trust
Common Stock	05/02/2006		S	1,900	D	\$ 22.44	374,000	I	By trust
Common Stock	05/02/2006		S	5,900	D	\$ 22.43	368,100	I	By trust
Common Stock	05/02/2006		S	15,800	D	\$ 22.42	352,300	I	By trust
Common Stock	05/02/2006		S	4,000	D	\$ 22.41	348,300	I	By trust
Common Stock	05/02/2006		S	78,300	D	\$ 22.4	270,000	I	By trust
Common Stock	05/03/2006		M	152,643	A	\$ 10.61	422,643	I	By trust
Common Stock	05/03/2006		S	3,500	D	\$ 22.47	419,143	I	By trust
Common Stock	05/03/2006		S	9,000	D	\$ 22.46	410,143	I	By trust
Common Stock	05/03/2006		S	6,200	D	\$ 22.45	403,943	I	By trust
Common Stock	05/03/2006		S	11,700	D	\$ 22.44	392,243	I	By trust
Common Stock	05/03/2006		S	1,200	D	\$ 22.43	391,043	I	By trust
Common Stock	05/03/2006		S	600	D	\$ 22.42	390,443	I	By trust
Common Stock	05/03/2006		S	1,900	D	\$ 22.41	388,543	I	By trust
Common Stock	05/03/2006		S	118,543	D	\$ 22.4	270,000	I	By trust

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
Employee Stock Option (right to buy)	\$ 10.61	05/02/2006	M	155,200		<u>(1)</u>	09/24/2009	Common Stock	155,200
Employee Stock Option (right to buy)	\$ 10.61	05/03/2006	M	152,643		<u>(1)</u>	09/24/2009	Common Stock	152,643

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON MICHAEL J 110 SE 6TH STREET-20TH FLOOR FT. LAUDERDALE, FL 33301	X		Chairman and CEO	

Signatures

Jonathan P. Ferrando,
Attorney-in-Fact

05/03/2006

__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) The option vested in four equal annual installments beginning on September 24, 2000.

(2) N/A

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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