ESL INVESTORS LLC

Form 4

August 03, 2007

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5

obligations

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

burden hours per response...

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ESL INVESTORS LLC**

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AUTONATION INC /FL [AN]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner

200 GREENWICH AVE

08/01/2007

(Month/Day/Year)

Officer (give title below)

Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

GREENWICH, CT 06830

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

 $\mathbf{J}^{(1)}$

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Reported Transaction(s)

(Instr. 4)

Common

Stock, par value

\$0.01 per share

08/01/2007

Code V (D)

Amount

2,455,251

(A)

or

D

Price

(1)

8,571,514 (2) D

(Instr. 3 and 4)

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

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SEC 1474 (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 o | of 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|------------|---------------|---------------------|--------------------|-------------|------------|----------------|-------------|---------|--------------|-------------|--------|
| Derivativ | ve Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable Da | Date | Title | | | |
| | | | | C-1- V | (A) (D) | | | | of Shares | | |
| | | | | Code V | (A) (I)) | | | | Snares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| ESL INVESTORS LLC | | v | | | | | |
| 200 GREENWICH AVE GREENWICH, CT 06830 | | X | | | | | |

Signatures

/s/ Theodore W. Ullyot, EVP & General 08/03/2007 Counsel

> **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).

ESL Investors, L.L.C. ("Investors") distributed to its managing member, RBS Partners, L.P. ("RBS"), 2,455,251 shares of common stock, par value \$0.01 per share, of the Issuer ("Common Stock") in accordance with the terms of the limited liability company operating

- agreement of Investors. These shares of Common Stock represent a portion of the pro rata pecuniary interest of RBS in the shares of Common Stock it manages for Investors. These shares of Common Stock were held in an account established by the investment member of Investors.
 - Following the reported transaction, 2,455,251 shares of Common Stock are held directly by RBS, and 8,571,514 shares of Common Stock continue to be held in an account established by the investment member of Investors. In addition, the ownership of Common Stock by the following entities remains unchanged: ESL Partners L.P. ("Partners") holds 32,767,921 shares; ESL Institutional Partners, L.P. ("Institutional") holds 221,701 shares; CBL Partners, L.P. ("CBL") holds 5,712,083 shares; ESL Investment Management, L.P.
- ("Investment Management") holds 61,964 shares and Edward S. Lampert holds 130,000 shares. Accordingly, the reported transaction has not changed the aggregate number of 49,920,434 shares of Common Stock that may be deemed to be beneficially owned by Edward S. Lampert, ESL Investments, Inc., RBS, Investors, Partners, Institutional, RBS Investment Management, LLC, CBL and Investment Management.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), the Reporting Person

Reporting Owners 2

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may be deemed to be the beneficial owner of the securities reported herein only to the extent of its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.