

ESL INVESTORS LLC

Form 4

August 03, 2007

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

200 GREENWICH AVE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 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)
Common Stock, par value \$0.01 per share	08/01/2007		J ⁽¹⁾	2,455,251	D	<u>1</u>	8,571,514 ⁽²⁾ 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)

Edgar Filing: ESL INVESTORS LLC - Form 4

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

__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) 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.

(2) 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

Edgar Filing: ESL INVESTORS LLC - Form 4

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.