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RBS INVESTMENT MANAGEMENT LLC Form 4 January 13, 2010 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAMPERT EDWARD S Issuer Symbol AUTONATION, INC. [AN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X__ 10% Owner Officer (give title _ Other (specify 200 GREENWICH AVENUE 01/11/2010 below) below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X_Form filed by More than One Reporting GREENWICH. CT 06830 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (T)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par See 214.997 \$0 $\mathbf{J}^{(1)}$ D value 01/11/2010 6,704 I Footnotes (1) (1)(2) (14) \$0.01 per share Common Stock, par See 2,455,251 \$0 **J**(3) D 0 Ι value 01/11/2010 Footnotes (3) (3) (4) (14) \$0.01 per share Common 01/11/2010 **J**(5) 61.964 (5) D \$0 0 Ι See (5) Stock, par Footnotes

value \$0.01 per share			<u>(6)</u> <u>(14)</u>
Common Stock, par value \$0.01 per share	12,421,794	I	See Footnotes (7) (14)
Common Stock, par value \$0.01 per share	58,849,041	I	See Footnotes (8) (14)
Common Stock, par value \$0.01 per share	5,712,083	I	See Footnotes (9) (14)
Common Stock, par value \$0.01 per share	51,880 <u>(10)</u>	I	See Footnotes (11) (14)
Common Stock, par value \$0.01 per share	2,759,949 (12)	D (13) (14)	

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	SEC 1474 (9-02)
required to respond unless the form displays a currently valid OMB control number.	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

					Amount
Code V (A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
RBS INVESTMENT MANAGEMENT LLC 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
ESL INVESTMENT MANAGEMENT, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		Х			
Signatures					
Edward S. Lampert					01/13/2010
<u>**</u> Signature of	Reporting Pe	rson			Date
Adrian J. Maizey, as Chief Financial Officer	01/13/2010				
<u>**</u> Signature of	Date				
Adrian J. Maizey, as Chief Financial Officer RBS Partners, L.P.	of ESL Inv	vestments, Ir	nc., the g	eneral partner of	01/13/2010
<u>**</u> Signature of	Reporting Pe	rson			Date
Adrian J. Maizey, as Chief Financial Officer Investment Management, L.L.C.	of ESL Inv	vestments, Ir	nc., the m	anager of RBS	01/13/2010
**Signature of	f Reporting Pe	rson			Date
Adrian J. Maizey, as Chief Financial Officer Investment Management, L.L.C., the general				U	01/13/2010
<u>**</u> Signature of	f Reporting Pe	rson			Date
					01/13/2010

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Edward S. Lampert, as managing member of ESL Investment Management (GP), L.L.C., the general partner of ESL Investment Management, L.P.

******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 Institutional Partners, L.P. ("Institutional") distributed these shares of common stock, par value \$0.01 per share, of AutoNation,
 (1) Inc. ("Shares") to its general partner, RBS Investment Management, L.L.C. ("RBSIM"), in an in-kind pro rata distribution for no consideration. RBSIM then distributed these Shares to its members in an in-kind pro rata distribution for no consideration.
- (2) These Shares are held by Institutional.
- (3) RBS Partners, L.P. ("RBS") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
- (4) These Shares are held by RBS.
- (5) ESL Investment Management, L.P. ("ESLIM") distributed these Shares to its partners in an in-kind pro rata distribution for no consideration.
- (6) As a result of this distribution, ESLIM will not be a Reporting Person in future Form 4 filings.
- (7) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (8) These Shares are held by ESL Partners, L.P. ("Partners").
- (9) These Shares are held by CBL Partners, L.P. ("CBL").
- (10) These Shares were distributed by RBSIM in an in-kind pro rata distribution for no consideration.
- (11) These Shares are held in a grantor retained annuity trust, of which Edward S. Lampert is the trustee.

These Shares include 2,409,195 Shares distributed by RBS in an in-kind pro rata distribution for no consideration, 160,032 Shares distributed by RBSIM in an in-kind pro rata distribution for no consideration and 60,722 Shares distributed by ESLIM in an in-kind

- (12) distributed by RBShV in an in-Kind pro rata distribution for no consideration and 00,722 shares distributed by ESENV in an in-Kind pro rata distribution for no consideration. As a result of these distributions, Mr. Lampert directly holds Shares in which he previously had an indirect interest. The distributions did not change Mr. Lampert's overall pecuniary interest in securities of AutoNation, Inc.
- (13) These Shares are held by Mr. Lampert.

This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS, RBSIM, Institutional and ESLIM. RBS

(14) is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments and the managing member of the general partner of ESLIM.

Remarks:

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

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.