DEBOER SIDNEY B
Form 4
February 11, 2010

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEBOER SIDNEY B

(Last) (First) (Middle)

360 E. JACKSON ST.

(Street)

MEDFORD, OR 97501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LITHIA MOTORS INC [LAD]

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common	02/11/2010		P		5,000	A	$ 5.32	5,000	I	By IRA
Class A Common								69,796	D	
Class A Common								79,500	I	Deboer Family, LLC (1)

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

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	$ 0							(2)	(2)	Class A Common	3,762,231
Stock Option (2000sd) (NQ) (right to buy)	$ 16.75							(4)	01/06/2010	Class A Common	22,010
Stock Option (2002nq) (right to buy)	$ 15.13							12/26/2007	12/26/2012	Class A Common	16,000
Stock Option (right to buy)	$ 29.42							03/11/2009	03/11/2010	Class A Common	16,002
Stock Option (right to buy)	$ 27.58							02/09/2010	02/09/2011	Class A Common	20,001
Stock Option (2001sd) (NQ) (right to purchase)	$ 11.81							(5)	12/26/2010	Class A Common	31,788
	$ 31.67							03/10/2011	03/10/2012		24,000

Stock Option (right to buy)					Class A Common	
Stock Option (right to buy)	$ 28.34		03/09/2012	03/09/2013	Class A Common	24,000
Stock Option (right to buy)	$ 9.38		03/10/2012	03/09/2014	Class A Common	25,000
Stock Option (2001nq) (right to buy)	$ 19.24		12/26/2006	12/26/2011	Class A Common	16,000

Reporting Owners

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

Signatures

By: Kenneth E. Roberts, Attorney in Fact for	02/04/2010
**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) Sidney B. Deboer is the trustee of the Sidney B. DeBoer Trust, which is the owner of a majority interest in the LLC and is the sole manager of the LLC

(2) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.

(3) Mr. DeBoer, through DeBoer Family, LLC, of which he is the sole manager, owns a majority interest in Lithia Holding Company, LLC, of which he is also the sole manager; and he has elected to report all Class B Common Stock owned by the Lithia Holding Company, LLC as being beneficially owned by him.

(4) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.

(5) The options vest 8,360 shares on 12/26/00, 2,108 on 12/26/02, 10,565 on 12/26/03 and 10,755 on 12/26/04

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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