

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES****OMB APPROVAL**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |
|---|--|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>ARNOLD H SCOTT</u><br><hr/> (Last) (First) (Middle)<br><u>200 SW 1ST AVE</u><br><u>SUITE 1600</u><br><hr/> (Street)<br><u>FORT LAUDERDALE FL 33301</u><br><hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>05/15/2017</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>AUTONATION, INC. [ AN ]</u><br><hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP-Cust Care/Brand Extensions</u> |  | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><hr/> 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|---|--|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 3,162   | D  |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Employee Stock Option (right to buy)       | (1)  | 03/01/2021      | Common Stock, par value \$0.01 per share                                    | 1,376                      | 32.5   | D  |   |
| Employee Stock Option (right to buy)       | (1)  | 03/01/2021      | Common Stock, par value \$0.01 per share                                    | 1,376                      | 34.51  | D  |   |
| Employee Stock Option (right to buy)       | (1)  | 03/01/2021      | Common Stock, par value \$0.01 per share                                    | 1,376                      | 40.37  | D  |   |
| Employee Stock Option (right to buy)       | (1)  | 03/01/2021      | Common Stock, par value \$0.01 per share                                    | 1,376                      | 35.99  | D  |   |
| Employee Stock Option (right to buy)       | (2)  | 03/01/2022      | Common Stock, par value \$0.01 per share                                    | 1,252                      | 34.09  | D  |   |
| Employee Stock Option (right to buy)       | (2)  | 03/01/2022      | Common Stock, par value \$0.01 per share                                    | 1,252                      | 35   | D  |   |
| Employee Stock Option (right to buy)       | (2)  | 03/01/2022      | Common Stock, par value \$0.01 per share                                    | 1,252                      | 41.16  | D  |   |
| Employee Stock Option (right to buy)       | (3)  | 03/02/2025      | Common Stock, par value \$0.01 per share                                    | 1,704                      | 58.08  | D  |   |
| Employee Stock Option (right to buy)       | (3)  | 03/02/2025      | Common Stock, par value \$0.01 per share                                    | 1,704                      | 64.48  | D  |   |
| Employee Stock Option (right to buy)       | (4)  | 03/01/2026      | Common Stock, par value \$0.01 per share                                    | 8,520                      | 52.53  | D  |   |
| Restricted Stock Units                     | (5)  | (5)             | Common Stock, par value \$0.01 per share                                    | 8,581                      | (6)  | D  |   |

Explanation of Responses:

1. The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2011.
2. The option became exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2012.
3. The option becomes exercisable in 25% annual increments on each of the first four anniversaries of June 1, 2015, subject to continuous employment with the Company.
4. The option becomes exercisable in 25% annual increments on each of the first four anniversaries of March 1, 2016, subject to continuous employment with the Company.
5. The restricted stock units vest in 25% annual increments on each of the first four anniversaries of March 1, 2017, subject to continuous employment with the Company.
6. Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share, of AutoNation, Inc. (the "Company"), or at the Company's election, the cash value thereof.

**Remarks:**

Exhibit Index Exhibit 24 - Power of Attorney

/s/ C. Coleman Edmunds,  
Attorney-in-Fact

05/19/2017

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes, designates and appoints C. Coleman Edmunds and Thomas J. Mila as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

- (a) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID (or any successor form), including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) or any rule or regulation of the SEC promulgated thereunder;
- (b) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of AutoNation, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder (or any successor forms);
- (c) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (d) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, except that in respect of any person herein appointed as an attorney-in-fact of the undersigned, this Power of Attorney shall be revoked and shall cease to be effective immediately with respect to such person at such time as such person shall no longer be employed by the Company or any of its subsidiaries. This Power of Attorney replaces any powers of attorney previously granted by the undersigned to any employee of the Company or any of its subsidiaries in respect of Section 16 of the Exchange Act, and the undersigned hereby revokes, effective as of the date hereof, any such powers of attorney previously granted.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 17th day of May, 2017.

/s/ H. Scott Arnold  
H. Scott Arnold