

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) 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).

[illegible]

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 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4 (continued)

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

September 20, 2002

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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. Number of derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common	\$0.000	03/01/2002	J (1)			121,488	N/A	N/A	Class A Common	121,488			D	
Class B Common	\$0.000	09/18/2002	J (2)			156,000	N/A	N/A	Class A Common	156,000		3,762,231	D	

Explanation of Responses:

This form reflects changes in the Class B Common stock also reported by Sidney B. DeBoer, the sole manager of Lithia Holding Company, LLC

See attached statement

/s/ Cliff E. Spencer

09/20/2002

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person

Date

Cliff E. Spencer, Attorney in fact for
Lithia Holding Company, LLC

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.

September 20, 2002

Lithia Holding Company, LLC

360 E. Jackson St.

Medford, OR 97501

Explanation of responses:

- (1) Lithia Holding Company, LLC, converted 121,488 shares of Class B Common Stock into Class A Common Stock and sold it in the public offering reducing its ownership of Class B Common.
- (2) The DeBoer Family, LLC redeemed units in Lithia Holding Company, LLC for 156,000 shares of Class B Common, reducing the number of shares of Class B Common owned by Lithia Holding Company, LLC.