FORM 4

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

OMB Number:	3235-0287
Expires: Janaua	arv 31, 2005
Estimated avera	,

OMB APPROVAL

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

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

1. Name and Address of Reporting Person*				2. Issuer	Name	and Ticker or Trading Syr	nbol	6. Relationship of Reporting Person(s) to Issuer							
Lithia Holding Company, LLC					lotors	s, Inc. LAD				all applicable) X10% OwnerOther (specify					
(Last)	(First)	(First) (Middle)					4. Statement for September 20, 2002 Month/Year			tit	below)				
360 E. Jackson St.					Person, if an entity (Voluntary)										
	(Street)			1			5. If Amendment, Date of Original			7. Individual or Joint/Group Filing (Check Applicable Line)					
Medford, OR 97501							(Month/Year)			XForm filed by One Reporting Person —Form filed by More than One Reporting Person					
(City)	(State)	(Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially					ly Owned						
1. Title of Security (Instr. 3)	(Instr. 3) action Date (Month/		action Date	3. Transaction Code (Instr. 8)		4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)			Own	rities ficially	6. Owner-ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner-ship			
			Year)	Code	V	Amount	(A) or (D)	Price	(Insti	:. 3 and 4)	(I) (Instr. 4)	(Instr. 4)			

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)

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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)	r. 3) sion or action Code Exercise Price of Deri- vative Day/ action Date (Instr. 8)		5. Number of lative Securit quired (A) or posed of (D) (Instr. 3, 4, a)	ties Ac- r Dis-	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity	9.Number of deriv- ative Secur- ities Bene-	ship Form of Deriv- ative Security:	11. Nature of Indirect Beneficial Owner-		
	Security	Year)	Code	v	(A)	(D)	Date Expira- Exer- tion cisable Date		Title	Amount or Number of Shares	(Instr. 5)	ficially Owned at End of Month (Instr. 4)	Direct (D) or Indirect (I)	ship (Instr. 4)
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 statemen	τ
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** 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.

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.

/s/ Cliff E. Spencer

** Signature of Reporting Person

09/20/2002 Date

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

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Form 4 -

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.