

FORM 5

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

ANNUAL 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(h) of the Investment Company Act of 1940

OMB APPROVAL

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☐ Check box if no longer subject to
Section 16. Form 4 or Form 5 obli-
gations may continue. See Instruc-
tion 1(b).

☐ Form 3 Holdings Reported

☒ Form 4 Transactions Reported

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Heimann, M.L. Dick			Lithia Motors, Inc. LAD			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & COO		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year		
360 E. Jackson St.						12/31/2002		
(Street)						5. If Amendment, Date of Original (Month/Year)		
Medford, OR 97501						7. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		

(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ben- eficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common							112900.00	D	
Class A Common							15964.00	I	By Spouse

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 control number.

(Over)
SEC 2270 (9-02)

FORM 5 (continued)

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (2002nq) (right to buy)	\$15.13	12/26/2002		A4	16000.00		12/26/2007	12/26/2012	Class A Common	16000.00		16000.00	D	
Class B Common	\$0.00						N/A	N/A	Class A Common	1390188.00		1390188.00 (1)	I	Interest owned by a LLC
Stock Option (1997sd) (NQ) (right to buy)	\$1.00						(2)	12/31/2005	Class A Common	3636.00		3636.00	D	
Stock Option (1999sd) (ISO) (right to buy)	\$18.15						(3)	01/01/2004	Class A Common	12000.00		12000.00	D	
Stock Option (2000sd) (ISO) (right to buy)	\$18.43						(4)	01/06/2005	Class A Common	9990.00		9990.00	D	
Stock Option (2000sd) (NQ) (right to buy)	\$16.75						(5)	01/06/2010	Class A Common	22010.00		22010.00	D	
Stock Option (2001) (ISO) (right to purchase)	\$12.99						12/26/2000	12/26/2005	Class A Common	7494.00		7494.00	D	
Stock Option (2001) (NQ) (right to buy)	\$1.00						12/26/2005	12/26/2010	Class A Common	16000.00		16000.00	D	
Stock Option (2001nq) (right to buy)	\$19.24						12/26/2006	12/26/2011	Class A Common	16000.00		16000.00	D	

Explanation of Responses:

See attached statement

02/12/2003

** 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
M.L. Dick Heimann

Note: File three copies of this Form, one of which must be manually signed.

If space provided 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.

FORM 5 (continued)

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (2001sd) (NQ) (right to purchase)	\$11.81						(6)	12/26/2010	Class A Common	31788.00		31788.00	D	

Explanation of Responses:

See attached statement

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/s/ Cliff E. Spencer

** Signature of Reporting Person

Cliff E. Spencer, Attorney in Fact for
M.L. Dick Heimann

02/12/2003

Date

Heimann, M.L. Dick

360 E. Jackson St.

Medford, OR 97501

Explanation of responses:

- (1) The Class B Common stock is owned by Heimann Family, LLC, of which M.L. Dick Heimann is the majority member and its sole manager and he has elected to report all of the securities owned by the LLC as being beneficially owned by him.
- (2) The options vest as to 20% of the total grant on the date of grant and 20% each anniversary date thereafter.
- (3) The options vest as follows: 292 on 1/1/00, 5,509 on 1/1/01, 5,508 on 1/1/02 and 691 on 1/6/03.
- (4) The options vest as follows: 4,745 on 1/6/03 and 5,245 on 1/6/04.
- (5) The options vest as follows: 13,627 on 1/6/01 and 8,383 on 1/6/02.
- (6) 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