

# FORM 4

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

OMB APPROVAL
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## 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

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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Heimann, M.L. Dick</b>			<b>Lithia Motors, Inc. LAD</b>			<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year <b>03/17/2003</b>		
<b>360 E. Jackson St.</b>						5. If Amendment, Date of Original (Month/Day/Year)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		
<b>Medford, OR 97501</b>								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/Day/Year)	2A. Deemed Execution 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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship 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	03/14/2003		I		26,612.00	A	\$11.72	26,612.00	I	By 401(k)
Class A Common								112,900.00	D	
Class A Common								15,964.00	I	By Spouse

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 displays a currently valid OMB control number. (Over)

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

FORM 4 (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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common	\$0.00							N/A	N/A	Class A Common	390,188.00		90,188.00 (1)	I	Interest owned by a LLC
Stock Option (1997sd) (NQ) (right to buy)	\$1.00							(2)	12/31/2005	Class A Common	3,636.00		3,636.00	D	
Stock Option (1999sd) (ISO) (right to buy)	\$18.15							(3)	01/01/2004	Class A Common	12,000.00		12,000.00	D	
Stock Option (2000sd) (ISO) (right to buy)	\$18.43							(4)	01/06/2005	Class A Common	9,990.00		9,990.00	D	
Stock Option (2000sd) (NQ) (right to buy)	\$16.75							(5)	01/06/2010	Class A Common	22,010.00		22,010.00	D	
Stock Option (2002nq) (right to buy)	\$15.13								12/26/2007	12/26/2012	Class A Common		16,000.00	D	
Stock Option (2001) (ISO) (right to purchase)	\$12.99								12/26/2000	12/26/2005	Class A Common		7,494.00	D	
Stock Option (2001) (NQ) (right to buy)	\$1.00								12/26/2005	12/26/2010	Class A Common		16,000.00	D	
Stock Option (2001nq) (right to buy)	\$19.24								12/26/2006	12/26/2011	Class A Common		16,000.00	D	

Explanation of Responses:

See attached statement

\*\* 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.

\_\_\_\_\_  
\*\* Signature of Reporting Person

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

03/17/2003

\_\_\_\_\_  
Date

FORM 4 (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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				<b>Stock Option (2001sd) (NQ) (right to purchase)</b>	<b>\$11.81</b>										

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**

03/17/2003

Date

Heimann, M.L. Dick  
360 E. Jackson St.  
Medford, OR 97501

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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