

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**

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### ISSUER

#### **DOLLAR THRIFTY AUTOMOTIVE GROUP INC**

CIK: **1049108** | IRS No.: **731356520** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7510** Auto rental & leasing (no drivers)

Mailing Address  
5330 EAST 31ST STREET  
TULSA OK 74135

Business Address  
5330 EAST 31ST STREET  
TULSA OK 74135  
9186607700

### REPORTING OWNER

#### **ANDERSON R SCOTT**

CIK: **1196104**  
Type: **4** | Act: **34** | File No.: **001-13647** | Film No.: **111185075**

Mailing Address  
5330 E 31ST STREET  
TULSA OK 74135

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

1. Name and Address of Reporting Person <b>ANDERSON R SCOTT</b>			2. Issuer Name and Ticker or Trading Symbol <b>DOLLAR THRIFTY AUTOMOTIVE GROUP INC [DTG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Executive VP</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/03/2011</b>					
5330 EAST 31ST STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>TULSA, OK 74135</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2011		M		45,000	A	\$0.97	114,662	D	
Common Stock	11/03/2011		S		33,788	D	\$61.22 <sup>(4)</sup>	80,874	D	
Common Stock	11/03/2011		S		11,212	D	\$61.76 <sup>(5)</sup>	69,662	D	
Common Stock	11/04/2011		M		80,000	A	\$0.97	149,662	D	
Common Stock	11/04/2011		S		25,334	D	\$61.62 <sup>(6)</sup>	124,328	D	
Common Stock	11/04/2011		S		31,816	D	\$62.77 <sup>(7)</sup>	92,512	D	
Common Stock	11/04/2011		S		22,850	D	\$63.34 <sup>(8)</sup>	69,662 <sup>(9)</sup>	D	
Common Stock								210 <sup>(1)</sup>	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (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					

Employee Stock Option (right to buy)	\$0.97	11/03/2011		<u>M</u>			45,000	(2)	10/12/2018	Common Stock	125,000	\$ 0	80,000	D
Employee Stock Option (right to buy)	\$0.97	11/04/2011		<u>M</u>			80,000	(2)	10/12/2018	Common Stock	80,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$24.38							01/31/2011	01/30/2018	Common Stock	12,054		12,054	D
Employee Stock Option (right to buy)	\$4.44							(3)	05/13/2019	Common Stock	150,000		150,000	D

### Explanation of Responses:

- The amount of securities owned as of 11/03/11 is comprised of 388.3646 units of the Company's 401(k) Plan Stock Fund. As of 11/03/11 each unit consisted of 0.54 shares of Common Stock and \$0.60 in cash.
- Exercisable in 3 installments on 10/31/09, 10/31/10 and 10/31/11.
- Exercisable in 3 installments of 20%, 20% and 60% on 5/13/10, 5/13/11 and 5/13/12, respectively.
- This transaction was executed in multiple trades at prices ranging from \$60.58 to \$61.56. The price reported above represents the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC Staff, DTG or a shareholder of DTG full information regarding the numbers of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$61.58 to \$61.92. The price reported above represents the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC Staff, DTG or a shareholder of DTG full information regarding the numbers of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$61.05 to \$62.05. The price reported above represents the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC Staff, DTG or a shareholder of DTG full information regarding the numbers of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$62.06 to \$63.06. The price reported above represents the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC Staff, DTG or a shareholder of DTG full information regarding the numbers of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$63.07 to \$63.70. The price reported above represents the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC Staff, DTG or a shareholder of DTG full information regarding the numbers of shares and prices at which the transaction was effected.
- Certain shares that are beneficially owned by the Reporting Person were previously held by the Reporting Person's spouse through a trust and reported as indirectly owned by the Reporting Person. These shares are now held directly by the Reporting Person pursuant to a transaction that was exempt under Rule 16a-13 as a transaction that effected only a change in the Reporting Person's form of beneficial ownership.

### Signatures

/s/ Kimberly D. Paul, Attorney-In-Fact For: R. Scott Anderson

\*\* Signature of Reporting Person

11/07/2011

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 4 (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.

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