

UNITED AUTO GROUP INC
Form 4
March 09, 2006

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PENSKE ROGER S

2. Issuer Name and Ticker or Trading Symbol
**UNITED AUTO GROUP INC
[UAG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

2555 TELEGRAPH ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BLOOMFIELD HILLS, MI 48302

(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 (Restricted Shares)	03/07/2006		A		23,073 ⁽¹⁾	A	188,793 ⁽³⁾ ₍₄₎	D
Common Stock	03/09/2006		M		400,000	A	\$ 10 588,793	D
Common Stock	03/09/2006		M		20,000	A	\$ 20.95 608,793	D
Common Stock	03/09/2006		M		15,000	A	\$ 10.04 623,793	D
	03/09/2006		M		25,000	A	\$ 9.75 648,793	D

Common
Stock

Common Stock	03/09/2006	P ⁽⁵⁾	460,000	A	\$ 42.82	11,154,021	I	By Corporation
Common Stock	03/09/2006	S ⁽⁵⁾	460,000	D	\$ 42.82	188,793	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 10	03/09/2006		M	400,000	05/03/2002 08/03/2009	Common Stock	400,000	
Employee Stock Option	\$ 20.95	03/09/2006		M	20,000	02/22/2005 02/22/2012	Common Stock	20,000	
Employee Stock Option	\$ 10.04	03/09/2006		M	15,000	02/28/2004 02/28/2011	Common Stock	15,000	
Employee Stock Option	\$ 9.75	03/09/2006		M	25,000	01/14/2003 01/14/2010	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENSKE ROGER S 2555 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48302	X	X	Chairman & CEO	

Signatures

/s/ Shane M. Spradlin,
Attorney-in-Fact

03/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Fifteen percent (15%) of the shares vest on June 1, 2007, fifteen percent (15%) of the shares vest June 1, 2008, twenty percent (20%) of the shares vest on June 1, 2009 and fifty percent (50%) of the shares vest on June 1, 2010.
- (2) Price is not relevant to this transaction.
- (3) Mr. Penske also reports beneficial ownership of 7,657,282 shares held by International Motor Cars Group I, LLC and International Motor Cars Group II, LLC. Penske Capital Partners, LLC is the managing member of each of these entities and Mr. Penske is a managing member of these entities. Mr. Penske disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
- (4) Mr. Penske also reports beneficial ownership of 10,694,021 shares owned by Penske Corporation. Mr. Penske disclaims beneficial ownership of the securities held by Penske Corporation and its subsidiaries, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
- (5) These 460,000 securities were purchased by a subsidiary of Penske Corporation from the reporting person, which transaction results in no change in the aggregate securities reported by the reporting person.

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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