PENSKE AUTOMOTIVE GROUP, INC.

Form 4

August 10, 2016

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PENSKE CORP Issuer Symbol PENSKE AUTOMOTIVE GROUP, (Check all applicable) INC. [PAG] _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director __ Other (specify Officer (give title (Month/Day/Year) below) 2555 TELEGRAPH ROAD 08/08/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

BLOOMFIELD HILLS, MI 48302

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Secu	rities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	08/08/2016		P	50,000	A	\$ 39.791 (1)	30,915,162	I	By Subsidiary
Common Stock	08/09/2016		P	51,412	A	\$ 39.705 (2)	30,966,574	I	By Subsidiary
Common Stock	08/10/2016		P	50,000	A	\$ 40.0474 (3)	31,016,574 (4)	I	By Subsidiary

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Edgar Filing: PENSKE AUTOMOTIVE GROUP, INC. - Form 4

displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	O:			
						Exercisable	•	Title Number			
					<i>(</i> 1) (5)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
PENSKE CORP							
2555 TELEGRAPH ROAD		X					
BLOOMFIELD HILLS, MI 48302							

Signatures

/s/ Maggie Feher as attorney 08/10/2016 in fact

**Signature of Reporting Person

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).
- This transaction was executed in multiple trade prices ranging from \$39.54 to \$40.45. The price reported above reflects the weighted (1) average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trade prices ranging from \$39.35 to \$39.84. The price reported above reflects the weighted (2) average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trade prices ranging from \$39.75 to \$40.22. The price reported above reflects the weighted (3) average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.
- (4) Penske Corporation also reports direct beneficial ownership of 492,185 shares.

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.

Reporting Owners 2