

UNITED AUTO GROUP INC

Form 424B7

June 06, 2007

**PROSPECTUS SUPPLEMENT NO. 5
(TO PROSPECTUS DATED MAY 16, 2006)**

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-134170

\$375,000,000

UNITED AUTO GROUP, INC.

**3.5% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2026
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES**

This prospectus supplement no. 5 supplements and amends the prospectus dated May 16, 2006 (as so supplemented and amended, the prospectus), relating to the resale from time to time by certain selling security holders of our 3.5% Convertible Senior Subordinated Notes due 2026 and shares of our common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with and accompanied by the prospectus and is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The information appearing in the table below, which is based on information provided by or on behalf of the named selling security holders, supplements and amends the information in the table appearing under the heading Selling Security Holders in the prospectus. The percentage of notes outstanding beneficially owned by each selling security holder is based on \$375,000,000 aggregate initial principal amount of notes outstanding. The number of shares of common stock owned prior to the offering excludes shares of common stock issuable upon conversion of the notes.

| | | Convertible Notes | Common Stock | | |
|------------------------------------|-------------------|---|------------------------------|-------------------------|---------------------------|
| | | Principal Amount of Convertible Notes Beneficially | Percentage of | Number of | Number of |
| | | Owned and Offered Hereby | Notes Outstanding | Shares Owned | Shares Offered |
| American Express Funds | Convertible Bonds | \$ 50,000 | * | 0 | ** |
| Morgan Stanley & Co., Incorporated | | \$ 2,500,000 | * | 316,319 | ** |

* Less than one percent of the notes outstanding.

** The number of shares of common stock offered hereby is calculable

based on the conversion rate applicable to the notes at a point in time and is presently equivalent to 42.2052 shares of common stock per \$1,000 principal amount of notes and a cash payment in lieu of any fractional share.

Investing in the notes and the underlying shares of common stock involves significant risks. See Risk Factors beginning on page 2 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 6, 2007.