#### UNITED AUTO GROUP INC

Form 4 March 09, 2006

### FORM 4

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

OMB Number:

3235-0287 January 31,

Check this box if no longer

subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average

**OMB APPROVAL** 

response...

burden hours per 0.5

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person \*

PENSKE CORP

2. Issuer Name and Ticker or Trading

Symbol

UNITED AUTO GROUP INC

[UAG]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

(Check all applicable)

2555 TELEGRAPH ROAD

03/09/2006

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**BLOOMFIELD HILLS, MI 48302** 

(State)

(Street)

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year)

(City)

(Instr. 3)

Common

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V

(A) or (D) Price (I) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

By

Stock

03/09/2006

 $P^{(1)}$ 460,000

11,154,021 A (2)(3)42.82

I Subsidiary

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.

Reported

SEC 1474 (9-02)

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

#### Edgar Filing: UNITED AUTO GROUP INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

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

# **Signatures**

/s/ Robert H. Kurnick, Jr.,
President 03/09/2006

\*\*Signature of Reporting Person Da

### **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) These 460,000 securities were purchased by a subsidiary of Penske Corporation from Roger S. Penske.
  - Penske Corporation also reports beneficial ownership of 7,478,386 shares of Voting Common Stock attributable to Penske Corporation's ownership interest in International Motor Cars Group I, L.L.C. ("IMCG I"). Penske Corporation is a non-managing member of IMCG I.
- Pursuant to the IMCG I operating agreement, the number of shares of equity securities of the Company attributable to Penske Corporation's membership interest in IMCG I shall be reduced at the time of each distribution made by IMCG I to Penske Corporation by the number of shares actually distributed to Penske Corporation and by the number of shares representing the carried interest, if any, attributable to the managing member of IMCG I.
- Penske Corporation disclaims beneficial ownership of the securities held by IMCG I, except to the extent of its "pecuniary interest" (as such term is defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended), if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 purposes and for all other purposes.

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.

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