UNITED AUTO GROUP INC

Form 4

September 14, 2006

FORM 4

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

OMB Number: 3235-0287

Estimated average

Form filed by More than One Reporting

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PENSKE ROGER S Issuer Symbol UNITED AUTO GROUP INC (Check all applicable) [UAG] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director _X__ 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 2555 TELEGRAPH ROAD 09/14/2006 Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BLOOMFIELD HILLS, MI 48302

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securit	ties Acc	quired, Disposed	of, or Benefic	cially 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. Securitie or(A) or Disp (Instr. 3, 4)	osed o	of (D)	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	09/14/2006		P	492,185 (1)	A	<u>(2)</u>	492,185 <u>(1)</u> <u>(3)</u>	I	By Penske Corporation

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.

SEC 1474

(9-02)

Person

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

Shane M. Spradlin, by power of attorney 09/14/2006

**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) The shares indicated on this form give effect to the Company's 2:1 stock split in the form of a dividend on June 1, 2006.
- (2) Penske Corporation acquired the 492,185 shares of Common Stock of the Issuer in exchange for shares of Penske Corporation Common Stock valued by Penske Corporation at \$10,308,985.80, in the aggregate.
 - Mr. Penske also reports indirect beneficial ownership of 64,550 shares held by International Motor Cars Group II, LLC, 22,308,042 shares held by Penske Automotive Holdings, Inc., 13,311,817 shares held by PCP Holdings, Inc., and direct beneficial ownership of
- (3) 707,081 shares. Mr. Penske disclaims beneficial ownership of all indirectly held securities, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or otherwise.

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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