

Penske Roger S Jr
Form 3
January 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Penske Roger S Jr | | (Month/Day/Year) | UNITED AUTO GROUP INC [UAG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/03/2007 | | |
| 2555 TELEGRAPH RD. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | President | |

BLOOMFIELD
HILLS, MI 48302
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock (Restricted Shares) | 4,200 ⁽¹⁾ | D | Â |
| Common Stock (Restricted Shares) | 5,100 ⁽²⁾ | D | Â |
| Common Stock (Restricted Shares) | 6,000 ⁽³⁾ | D | Â |
| Common Stock | 44,090 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|
|--------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---------------------|--------------------|-----------------------------|-----------------------------------|----------|--|---------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| | | Employee Stock Option | | | | | | |
| 02/22/2005 | 02/22/2012 | Option (right to buy) | 10,000 | \$ 10.48 | | D | Â | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Penske Roger S Jr 2555 TELEGRAPH RD. BLOOMFIELD HILLS, MI 48302 | Â | Â | Â President | Â |

Signatures

| | |
|--------------------------------------------|------------|
| /s/ Shane M. Spradlin, Attorney in fact | 01/09/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) One Thousand Two Hundred (1,200) shares vest on June 1, 2007 and Three Thousand (3,000) shares vest on June 1, 2008.
 - (2) Nine Hundred (900) shares vest on June 1, 2007, One Thousand Two Hundred (1,200) shares vest on June 1, 2008 and Three Thousand (3,000) shares vest on June 1, 2009.
 - (3) Fifteen percent (15%) of the shares vest on June 1, 2007, fifteen percent (15%) of the shares vest on June 1, 2008, twenty percent (20%) of the shares vest on June 1, 2009 and the remainder of the shares vest on June 1, 2010.

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.