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MITSUI & CO LTD
Form SC 13D/A
April 25, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

AMENDMENT NO. 1

UNITED AUTO GROUP, INC.

(Name of Issuer)

COMMON SHARES (PAR VALUE \$0.0001 PER SHARE)
(Title of Class of Securities)

909440 10 9
(CUSIP Number)

MR. MUNEMASA IZUMI, GENERAL MANAGER
FIRST BUSINESS DEPARTMENT
FIRST MOTOR VEHICLES DIVISION
MOTOR VEHICLES, MARINE & AEROSPACE BUSINESS UNIT
MITSUI & CO., LTD.
2-1 OHEMACHI 1-CHOME,
CHIYODA-KU TOKYO, JAPAN
(PHONE) + 81-3-3285-4289

MR. SHIGEO ENOMOTO, GENERAL MANAGER
DETROIT MACHINERY & AUTOMOTIVE DEPARTMENT
SECOND MACHINERY DIVISION
MITSUI & CO. (U.S.A.), INC.
DETROIT OFFICE
1000 TOWN CENTER, SUITE 1900
SOUTHFIELD, MI 48075
(PHONE) 248-948-4171

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

Copy to:
WILLIAM D. REGNER, ESQ.
DEBEVOISE & PLIMPTON
919 THIRD AVENUE
NEW YORK, NY 10022
(212) 909-6000

APRIL 24, 2003

(Date of Event which Requires Filing Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

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NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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SCHEDULE 13D

CUSIP NO. 909440 10 9

(1) NAME OF REPORTING PERSON
Mitsui & Co., Ltd.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
98-0110185

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) []
(B) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Japan

NUMBER OF SHARES	(7)	SOLE VOTING POWER
BENEFICIALLY OWNED		0
BY EACH REPORTING		
PERSON WITH	(8)	SHARED VOTING POWER
		3,170,349
	(9)	SOLE DISPOSITIVE POWER
		0
	(10)	SHARED DISPOSITIVE POWER
		3,170,349

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,170,349

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.2%

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(14) TYPE OF REPORTING PERSON
CO

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CUSIP NO. 909440 10 9

(1) NAME OF REPORTING PERSON
Mitsui & Co. (U.S.A.), Inc.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-2559853

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) []
(B) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (D) OR 2 (E)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES	(7)	SOLE VOTING POWER
BENEFICIALLY OWNED		0
BY EACH REPORTING		
PERSON WITH	(8)	SHARED VOTING POWER
		3,170,349
	(9)	SOLE DISPOSITIVE POWER
		0
	(10)	SHARED DISPOSITIVE POWER
		3,170,349

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,170,349

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.2%

(14) TYPE OF REPORTING PERSON
CO

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This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D (the "Statement") initially filed by the Reporting Persons on April 11, 2003. Information reported in the Statement remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 1. Capitalized terms used and not

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defined in this Amendment No. 1 shall have the meanings set forth in the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Statement is hereby amended and supplemented as follows:

Information with respect to the directors and executive officers of the Reporting Persons set forth in Annex A to the Statement is hereby amended and restated in its entirety as set forth in Annex A to this Amendment No. 1, and is incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended and supplemented as follows:

On April 24, 2003, Mitsui Japan and Mitsui USA completed the acquisition of 1,291,766 shares of Common Stock and 322,942 shares of Common Stock, respectively, in accordance with the terms of the Purchase Agreement, dated April 4, 2003, with J.P. Morgan Partners (BHCA), L.P.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 25, 2003

MITSUI & CO., LTD.

By: /s/ Munemasa Izumi

Name: Munemasa Izumi
Title: General Manager
First Business Department
First Motor Vehicles Division

MITSUI & CO. (U.S.A.), INC.

By: /s/ Osamu Koyama

Name: Osamu Koyama
Title: S.V.P. and General Manager
Second Machinery Division

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ANNEX A

Unless otherwise indicated, the business address of the directors and executive officers of Mitsui Japan is 2-1 Ohtemachi, 1-Chome, Chiyoda-Ku, Tokyo, Japan and the business address of the directors and executive officers of Mitsui USA is 200 Park Avenue, New York, NY 10166-0130. Each occupation set forth

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opposite such person's name refers to employment with the Reporting Persons. To the Reporting Persons' knowledge, none of the Reporting Persons' directors or executive officers has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was or is subject to a civil judgment of the type described in clauses (d) or (e) of Item 2 of the Statement. Unless otherwise indicated, each of the directors and officers of the Reporting Persons is a citizen of Japan.

Directors and Executive Officers of Mitsui Japan

Name -----	Occupation and Business Address -----	Number of Common Beneficial -----
Nobuo Ohashi	Chairman and Executive Director	-
Shoei Utsuda	President and Chief Executive Officer	-
Retsu Imaizumi	Executive Director	-
Hiroshi Nagata	Executive Vice President	-
Kazumi Nakagawa	Executive Vice President	-
Norio Shoji (1)	Executive Vice President	-
Tasuku Kondo	Senior Executive Managing Officer	-
Katsuto Momii (2)	Senior Executive Managing Officer	-
Tetsuya Matsuoka	Senior Executive Managing Officer	-
Yasuo Hayashi	Senior Executive Managing Officer	-
Masataka Suzuki	Senior Executive Managing Officer	-
Toshihiko Sarahira	Executive Managing Officer	-
Gempachiro Aihara (3)	Executive Managing Officer	-
Yushi Nagata	Executive Managing Officer	-
Jun Moriyama	Executive Managing Officer	-
Hiroshi Tada (4)	Executive Managing Officer	-
Motokazu Yoshida	Executive Managing Officer	-
Yoshiyuki Kagawa	Executive Managing Officer	-

(1) Business address is 20 Old Bailey, London EC4M 7QQ, United Kingdom.

(2) Business address is 200 Park Avenue, New York, NY 10166-0130.

(3) Business address is Units 06-09, 33rd Floor, CWTC Tower 1, 1 Jianguomenwai Street Beijing 100004, China.

(4) Business address is 200 Park Avenue, New York, NY 10166-0130.

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Directors and Executive Officers of Mitsui USA

Name -----	Occupation and Business Address -----	Number of Common Beneficial -----
Hiroshi Tada	President & Chief Executive Officer (director)	-
Shogo Suzuki	Senior Vice President (director)	-
Masatoshi Shimada	Senior Vice President & Chief Financial Officer (director)	-

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Junsaku Kitamura	Senior Vice President (director)
Masahiko Tsumoto	Senior Vice President
Mitsuo Matsuura	Senior Vice President
Kimiharu Okura	Senior Vice President
Mitsuo Nagahara	Senior Vice President
Yoshinori Ishida	Senior Vice President
Shigeo Toyama	Senior Vice President
Toru Nakajima	Senior Vice President & Chief Information Officer
Osamu Koyama	Senior Vice President (1)
Yoshiyasu Maruoka	Senior Vice President (2)
Mamoru Mizushima	Senior Vice President (3)
Noriyuki Sato	Senior Vice President (4)
Kazutoshi Muramatsu	Senior Vice President (5)
Osamu Toriumi	Corporate Secretary

- (1) Business address is 200 East Randolph Drive, Suite 5200, Chicago, IL 60601-7125.
- (2) Business address is 1000 Louisiana, Suite 5700, Houston, TX 77002-5092.
- (3) Business address is 601 South Figueroa Street, Suite 1900, Los Angeles, CA 90017.
- (4) Business address is 1001 Fourth Avenue Plaza, Suite 3950, Seattle, WA 98154-1196.
- (5) Business address is 750 17th Street, Suite 400, N.W., Washington, D.C. 20006.