

UNITED AUTO GROUP INC  
 Form 4  
 July 14, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**PENSKE ROGER S**

2. Issuer Name and Ticker or Trading Symbol  
**UNITED AUTO GROUP INC [UAG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2555 TELEGRAPH ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/12/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock (Restricted Shares)	07/12/2005		A		18,663 (1)	A	(2) 165,720 (3) (4) D

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)

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

Table with 9 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row: PENSKE ROGER S, 2555 TELEGRAPH ROAD, BLOOMFIELD HILLS, MI 48302, Chairman & CEO.

Signatures

/s/ Shane M. Spradlin, Attorney-in-Fact, 07/14/2005
\*\*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) Fifteen percent (15%) of the shares vest on June 1, 2006, fifteen percent (15%) of the shares vest June 1, 2007, twenty percent (20%) of the shares vest on June 1, 2008 and fifty percent (50%) of the shares vest on June 1, 2009.
(2) Price is not relevent to this transaction.
(3) Mr. Penske also reports beneficial ownership of 7,657,282 shares held by International Mortor Cars Group I, LLC and International Motor Cars Group II, LLC. Penske Capital Partners, LLC is the managing member of each of these entities and Mr. Penske is a managing member of these entities. Mr. Penske disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
(4) Mr. Penske also reports beneficial ownership of 10,694,021 shares owned by Penske Corporation. Mr. Penske disclaims beneficial ownership of the securities held by Penske Corporation and its subsidiaries, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

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.