

PENSKE AUTOMOTIVE GROUP, INC.

Form 4

September 07, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PENSKE ROGER S

(Last) (First) (Middle)

2555 TELEGRAPH ROAD

(Street)

BLOOMFIELD HILLS, MI 48302

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**PENSKE AUTOMOTIVE GROUP,
INC. [PAG]**

3. Date of Earliest Transaction
(Month/Day/Year)

09/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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)	(A) or (D)	Price	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)
Common Stock	09/02/2016		P	50,000	A	\$ 46.2984 (1)	32,082,338	I	By Penske Automotive Holdings Corp.
Common Stock	09/06/2016		P	75,000	A	\$ 46.6364 (2)	32,157,338	I	By Penske Automotive Holdings Corp.
Common Stock	09/07/2016		P	100,000	A	\$ 47.5212 (3)	32,257,338 (4)	I	By Penske Automotive Holdings Corp.

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

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SEC 1474
(9-02)

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

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. Nu...
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

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

Signatures

/s/ Maggie Feher as attorney
in fact 09/07/2016

**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) This transaction was executed in multiple trade prices ranging from \$45.91 to \$46.56. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.
 - (2) This transaction was executed in multiple trade prices ranging from \$46.12 to \$47.00. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.
 - (3) This transaction was executed in multiple trade prices ranging from \$47.01 to \$47.77. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer fully information regarding the number of shares and prices at which the transaction was effected.

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- (4) In addition to the 32,257,338 shares held by Penske Automotive Holdings Corp. (a subsidiary of Penske Corporation), Mr. Penske reports beneficial ownership of 492,185 shares held by Penske Corporation and reports direct ownership of 993,337 shares. Mr. Penske disclaims beneficial ownership of the securities held indirectly, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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