PENSKE ROGER S

Form 4

February 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

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 PENSKE AUTOMOTIVE GROUP, (Check all applicable) INC. [PAG] _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director __Other (specify X_ Officer (give title (Month/Day/Year) below) 2555 TELEGRAPH ROAD 02/03/2010 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 Form filed by More than One Reporting **BLOOMFIELD HILLS, MI 48302** Person

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative Sec	urities	s Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
Common Stock	02/03/2010		S	64,550	D	\$	0	I	By IMCGII
Common Stock	02/03/2010		S	4,935,450	D	\$ 14.5	30,684,409	I	Ву РАНС
Common Stock	02/05/2010		S	750,000	D	\$ 14.5	29,934,409 (2)	I	Ву РАНС

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

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displays a currently valid OMB control number.

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

1. Ti	tle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Deriv	vative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Secu	rity	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Inst	r. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr	. 3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration	Title	or Number		
							Exercisable	Date	Title	of		
					Code V	(A) (D)						
					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

/s/ Shane M. Spradlin, 02/05/2010 Attorney-in-fact

**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) These shares were held indirectly by International Motor Cars Group II, LLC ("IMCG II").
- In addition to the 29,934,409 shares held by Penske Automotive Holdings Corp. (a subsidiary of Penske Corporation), Mr. Penske reports indirect benefical ownership of 492,185 shares held by Penske Corporation and reports direct ownership of 875,234 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. 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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