PENSKE AUTOMOTIVE GROUP, INC.

Form 4

September 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Number: 3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) and the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and the Public Utility Holding Company Act of 1935 or Section 18(b) and 18(b)

may continue.

See Instruction

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading PENSKE CORP Symbol

(7:n)

2. Issuer Name **and** Ticker or Trading
5. Relationship of Reporting Person(s) to
Issuer

PENSKE AUTOMOTIVE GROUP,

(Check all applicable)

INC. [PAG]

(Last) (First) (Middle)

(Month/Day/Year)

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

2555 TELEGRAPH ROAD

(Street)

09/08/2016

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed (Month/Day/Year)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

BLOOMFIELD HILLS, MI 48302

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on Disposed o (Instr. 3, 4 and Amount	f (D)	uired (A) or 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/08/2016		P	170,000	A	\$ 48.4911 (1)	32,427,338	I	By Subsidiary
Common Stock	09/09/2016		P	157,602	A	\$ 47.6171 (2)	32,584,940 (3)	I	By Subsidiary

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 5	Director	10% Owner	Officer	Other			
PENSKE CORP							
2555 TELEGRAPH ROAD		X					
BLOOMFIELD HILLS, MI 48302							

Signatures

/s/ Maggie Feher as attorney 09/12/2016 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).
- This transaction was executed in multiple trade prices ranging from \$48.18 to \$48.88. The price reported above reflects the weighted (1) 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.
- This transaction was executed in multiple trade prices ranging from \$47.04 to \$48.36. The price reported above reflects the weighted (2) 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) Penske Corporation also reports direct beneficial ownership of 492,185 shares.

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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