UNITED AUTO GROUP INC

Form 4

September 05, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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 * **BARR JOHN**

2. Issuer Name and Ticker or Trading

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

Symbol

UNITED AUTO GROUP INC

(Check all applicable)

[UAG]

(Last) (First) 3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) 09/01/2006

2555 TELEGRAPH RD. (Street)

4. If Amendment, Date Original

Code

(Instr. 8)

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

(I)

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

BLOOMFIELD HILLS, MI 48302

(State)

(Month/Day/Year)

(City) 2. Transaction Date 2A. Deemed 1.Title of

Security

(Instr. 3)

3. 4. Securities Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4)

or

Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

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

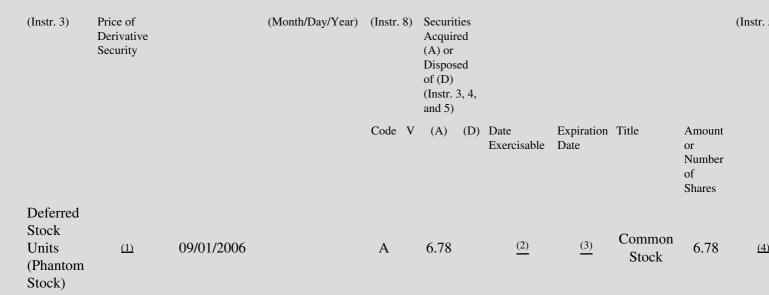
(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

7. Title and Amount of 8. Price 1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Transactionof Deriva (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securit any Derivative

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARR JOHN				
2555 TELEGRAPH RD.	X			
BLOOMFIELD HILLS, MI 48302				

Signatures

Shane M. Spradlin, by power of attorney 09/05/2006

**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) One for one.
- (2) These units are exercisable beginning upon the termination of the reporting person's service from the Company's Board of Directors.
- (3) Not Applicable.
- (4) Price is not relevant to this transaction.

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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