SMITH GREG C Form 4 March 04, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

SMITH GREG C

(Last)

Security

2. Issuer Name and Ticker or Trading

Symbol

PENSKE AUTOMOTIVE GROUP,

INC. [PAG]

3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019

2555 TELEGRAPH RD

(Street)

(First)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

_X__ Director

Officer (give title

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Person

Issuer

below)

BLOOMFIELD HILLS, MI 48302

(City) (State) (Zip)

or Exercise

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Middle)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

any

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(Month/Day/Year)

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

Code

Securities

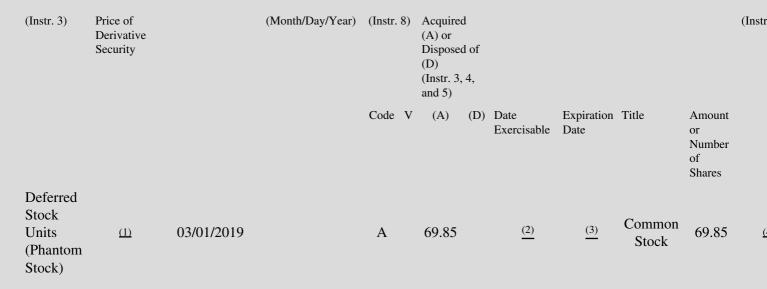
1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pri Derivative Transaction of Derivative Expiration Date **Underlying Securities** Conversion (Month/Day/Year) Execution Date, if

(Instr. 3 and 4)

Deriv

Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GREG C 2555 TELEGRAPH RD BLOOMFIELD HILLS, MI 48302	X			

Signatures

/s/ Shane M. Spradlin, by power of attorney 03/01/2019

**Signature of Reporting Person

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).

Date

- 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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