

UNITED AUTO GROUP INC  
Form 3  
March 09, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â OShaughnessy Robert                     |         | (Month/Day/Year)                     | UNITED AUTO GROUP INC [UAG]                        |  |
| (Last)                                    | (First) | (Middle)                             | 03/08/2006   |  |
| 2555 TELEGRAPH RD.                        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
|   |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Senior Vice President-Finance                      |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

BLOOMFIELD  
HILLS, MI 48302  
(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)  | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------|---|--|---|
| Common Stock                     | 1,245   | D  | Â   |
| Common Stock                     | 526   | I  | By 401K Savings Plan                                  |
| Common Stock (Restricted Shares) | 1,000 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock (Restricted Shares) | 1,275 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock (Restricted Shares) | 2,500 <sup>(3)</sup>                                  | D  | Â   |
| Common Stock (Restricted Shares) | 10,000 <sup>(3)</sup>                                 | D  | Â   |
| Common Stock (Restricted Shares) | 3,000 <sup>(4)</sup>                                  | D  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |  |
| Employee Stock Option<br>(right to buy)       | 02/22/2005   | 02/22/2012         | Employee<br>Stock<br>Option<br>(right to<br>buy)                                     | 2,500                            | \$ 20.95  | D   | Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| OShaughnessy Robert<br>2555 TELEGRAPH RD.<br>BLOOMFIELD HILLS,Â MIA 48302 | Â             | Â         | Â Senior Vice President-Finance | Â     |

## Signatures

/s/ Shane M. Spradlin, Attorney  
in fact

03/09/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 thousand (1,000) shares vest on May 16, 2006.
- (2) Fifteen percent (15%) of the shares vest on June 1, 2006, twenty percent (20%) of the shares vest on June 1, 2007 and the remainder of the shares vest on June 1, 2008.
- (3) Fifteen percent (15%) of the shares vest on June 1, 2006, fifteen percent (15%) of the shares vest June 1, 2007, twenty percent (20%) of the shares vest on June 1, 2008 and fifty percent (50%) of the shares vest on June 1, 2009.
- (4) Fifteen percent (15%) of the shares vest on June 1, 2007, fifteen percent (15%) of the shares vest June 1, 2008, twenty percent (20%) of the shares vest on June 1, 2009 and fifty percent (50%) of the shares vest on June 1, 2010.

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.