UNITED AUTO GROUP INC

Form 4 June 09, 2005

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

obligations may continue. See Instruction

1(b).

STATEMENT OF CHANGES IN 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

2. Issuer Name and Ticker or Trading

UNITED AUTO GROUP INC

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * KURNICK ROBERT H JR

(First) (Middle)

2555 TELEGRAPH ROAD

(Street)

BLOOMFIELD HILLS, MI 48302

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

06/07/2005

(Month/Day/Year)

Symbol

[UAG]

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below)

Exec VP, General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, 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. Transaction Code (Instr. 8)	Cransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/07/2005		M	12,100	A	\$ 20.95	38,746	D	
Common Stock	06/07/2005		S	400	D	\$ 31.24	38,346	D	
Common Stock	06/07/2004		S	2,400	D	\$ 31.05	35,946	D	
Common Stock	06/07/2005		S	4,300	D	\$ 30.85	31,646	D	
Common Stock	06/07/2005		S	5,000	D	\$ 31.57	26,646	D	

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Common Stock	06/08/2005	M	400	A	\$ 20.95	27,046	D
Common Stock	06/08/2005	S	400	D	\$ 31.05	26,646	D
Common Stock	06/08/2005	M	7,500	A	\$ 10.04	34,146	D
Common Stock	06/08/2005	S	3,800	D	\$ 31.23	30,346	D
Common Stock	06/08/2005	S	2,700	D	\$ 31.09	27,646	D
Common Stock	06/08/2005	S	1,000	D	\$ 31	26,646	D
Common Stock	06/08/2005	M	5,000	A	\$ 9.75	31,646	D
Common Stock	06/08/2005	S	800	D	\$ 31.03	30,846	D
Common Stock	06/08/2005	S	4,200	D	\$ 30.94	26,646	D

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.95	06/07/2005		M	12,100	<u>(1)</u>	02/22/2012	Common Stock	12,100
Employee Stock	\$ 20.95	06/08/2005		M	400	<u>(1)</u>	02/22/2012	Common Stock	400

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 10.04	06/08/2005	M	7,500	(3)	02/28/2011	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 9.75	06/08/2005	М	5,000	<u>(4)</u>	01/14/2010	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KURNICK ROBERT H JR 2555 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48302

Exec VP, General Counsel

Signatures

**Signature of Reporting Date
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).
- (1) The options vest in three equal installments on February 22, 2003, February 22, 2004 and February 22, 2005.
- (2) Price is not relevant to this transaction.
- (3) The options vest in three equal installments on February 28, 2002, February 28, 2003 and February 28, 2004.
- (4) The options vest in three equal installments on January 14, 2001, January 14, 2002 and January 14, 2003

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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