

WALTERS PAUL F
Form 4
April 24, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTERS PAUL F

2. Issuer Name and Ticker or Trading Symbol
UNITED AUTO GROUP INC
[UAG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP Human Resources

2555 TELEGRAPH ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BLOOMFIELD HILLS, MI 48302

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/20/2006		M	7,500 A \$ 20.95	31,966	D	
Common Stock	04/20/2006		S	7,500 D \$ 42.0985	24,466	D	
Common Stock	04/20/2006		M	7,500 A \$ 10.04	31,966	D	
Common Stock	04/20/2006		S	7,500 D \$ 42.0985	24,466	D	
Common Stock	04/20/2006		M	5,000 A \$ 9.75	29,466	D	

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Common Stock 04/20/2006 S 5,000 D \$ 42.0985 24,466 D

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

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(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 Derivative Securities (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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.95	04/20/2006		M	7,500	<u>(1)</u> 02/22/2012	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 10.04	04/20/2006		M	7,500	<u>(3)</u> 02/28/2011	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 9.75	04/20/2006		M	5,000	<u>(4)</u> 01/14/2010	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALTERS PAUL F
2555 TELEGRAPH ROAD
BLOOMFIELD HILLS, MI 48302

Exec VP Human Resources

Signatures

/s/ Shane M. Spradlin,
Attorney-in-Fact

04/24/2006

__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) These 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) These 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.
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