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PENSKE AUTOMOTIVE GROUP, INC. Form 4

September 02, 2016							
FORM 4 LINITED				OMB A	PPROVAL		
UNITED	OMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or	Expires: Estimated burden hou response	urs per					
Form 5 Filed pu	(a) of the Publ	on 16(a) of the Securities Exchance ic Utility Holding Company Act ie Investment Company Act of 1	of 1935 or Section	·	. 0.3		
(Print or Type Responses)							
1. Name and Address of Reporting Pierce Sandra E.	Syn		5. Relationship of I Issuer	Reporting Per	rson(s) to		
PENSKE AUTOMOTIVE GROUP, INC. [PAG] (Chec					ek all applicable)		
(Last) (First) 2555 TELEGRAPH ROAD	(Mo	ate of Earliest Transaction nth/Day/Year) 01/2016	Officer (give titleOther (specify below) below)				
(Street)	4. I	Amendment, Date Original d(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
BLOOMFIELD HILLS, MI	48302		Person	ore than One R	eporting		
(City) (State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code Disposed of (D)	SecuritiesForBeneficially(II)Owned(II)	Ownership orm: Direct)) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate lin	e for each class o	securities beneficially owned directly of	or indirectly.				
		Persons who res information cont required to respo	spond to the collect ained in this form a ond unless the form ntly valid OMB cont	nre not n	SEC 1474 (9-02)		

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of					(Instr
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (Phantom Stock)	<u>(1)</u>	09/01/2016		А		25.51		(2)	(3)	Common Stock	25.51	<u>(</u> .

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director 10%		Officer	Other			
Pierce Sandra E. 2555 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48302	Х						
Signatures							
/s/ Maggie Feher, by power of attorney		09/02/2016					
**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.