Edgar Filing: BARR JOHN - Form 4

| BARR JOHN Form 4 | | | | | | | | | |
|---|---|--|---|---|--|--|--|--|---|
| March 05, 2018 | | | | | | | | 0.115 | |
| FORM 4 | UNITED | STATFS | SECU | DITIES / | ND FY(| THANGE | COMMISSION | т | PPROVAL |
| | UNITED | STATES | | shington | | | | Number: | 3235-0287 |
| Check this box if no longer subject to Section 16. Form 4 or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | January 31, 2005 average urs per . 0.5 |
| Form 5 obligations may continue. <i>See</i> Instruction 1(b). | · | a) of the l | Public U | tility Hol | ding Con | | nge Act of 1934, of 1935 or Sectio 940 | on | |
| (Print or Type Respon | ises) | | | | | | | | |
| 1. Name and Address BARR JOHN | Person [*] | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | PENSKE AUTOMOTIVE GROUP, INC. [PAG] | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| 2555 TELEGRAPH RD. | | | 03/01/2018 | | | | | | |
| 2) | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| BLOOMFIELD I | HILLS, MI | 48302 | | | | | Form filed by Person | More than One R | eporting |
| (City) (S | State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned |
| | nsaction Date h/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) | 4. Securiti nAcquired (Disposed o (Instr. 3, 4 | (A) or of (D) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code V | | (D) Price | (Instr. 3 and 4) | | |
| Reminder: Report on | a separate line | for each cl | ass of sec | urities bene | - | - | - | ation of | NEC 1474 |
| | | | | | inform require | ation cont ed to respo ys a currei | pond to the colle ained in this form ond unless the for htly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8. F |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities | Der |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired or Dispose (D) (Instr. 3, 4 and 5) | ed of | | | | |
|--|------------------------------------|------------|------------------|---------|----|---|-------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units (Phantom Stock) | <u>(1)</u> | 03/01/2018 | | A | | 239.34 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 239.34 |
| Ronor | tina Ov | vnore | | | | | | | | | |

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| Reporting Owner Name / Address | | | | |
|---|----------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARR JOHN 2555 TELEGRAPH RD. BLOOMFIELD HILLS, MI 48302 | Х | | | |
| Signatures | | | | |
| /s/ Shane Spradlin, by power of attorney | | 03/05/2018 | | |
| **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.

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