Spradlin Shane M. Form 4 February 13, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Spradlin Shane M.

2555 TELEGRAPH RD.

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

PENSKE AUTOMOTIVE GROUP,

INC. [PAG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/12/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

EVP, Gen. Counsel & Sec.

(Check all applicable)

Applicable Line)

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

D

6. Individual or Joint/Group Filing(Check

Person

BLOOMFIELD HILLS, MI 48302

(Street)

(City)	(State) (Zi	Table 1	I - Non-De	rivative Se	curities Acqu	iired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.		es Acquired	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dis (D)	posed of	Securities Beneficially	Ownership Form: Direct	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		`	(D) or Indirect (I)	Ownership (Instr. 4)
					(A)	Reported	(Instr. 4)	(111511. 4)
					(A) or	Transaction(s) (Instr. 3 and 4)		
G			Code V	Amount	(D) Price	(Ilisti. 3 alid 4)		
Common Stock	02/12/2010		A	10,754	A (2)	50 100 (3)	D	

(1)

Α

(Restricted Shares)

02/12/2019

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

Α

(2)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

50,100 (3)

SEC 1474 (9-02)

1

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or E (Instr. 3) Pric Der		or Exercise Price of Derivative Security	(Monta Day) Teal)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) /e s l		Underlying Securities (Instr. 3 and 4	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Spradlin Shane M. 2555 TELEGRAPH RD. **BLOOMFIELD HILLS, MI 48302**

EVP, Gen. Counsel & Sec.

Signatures

/s/ Shane M. 02/13/2019 Spradlin

**Signature of Date Reporting 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).
- 15% of the shares vest on June 1, 2020, 15% of the shares vest on June 1, 2021, 20% of the shares vest on June 1, 2022 and 50% of the shares vest on June 1, 2023.
- (2) Price is not relevant to this transaction.
- (3) The Reporting Person also indirectly owns 3,341 shares in the Company's 401(k) plan.

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.

Reporting Owners 2