PENSKE AUTOMOTIVE GROUP, INC.

Form 4

December 18, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pierce Sandra E. Issuer Symbol PENSKE AUTOMOTIVE GROUP, (Check all applicable) INC. [PAG] _X__ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title __ Other (specify (Month/Day/Year) below) 2555 TELEGRAPH ROAD 12/17/2013 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BLOOMFIELD HILLS, MI 48302 — For

| (City) | (State) (Z | Zip) Table | I - Non-Do | erivative S | ecuriti | ies Ac | quired, Disposed | of, or Beneficial | lly Owned |
|-----------------|---------------------|--------------------|------------|-----------------|-----------|--------------|------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securit | | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired | (A) or | • | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 | 4 and 5 | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | | Reported | | |
| | | | | | | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Voting | | | | | | | | | |
| Common Stock | 12/17/2013 | | A | 4,000 | A | <u>(1)</u> | 4,000 | D | |
| | | | | | | | | | |

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

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.

SEC 1474

(9-02)

Form filed by More than One Reporting

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

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| 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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|-------------|------------|---|------------------------|--|---|
| | | | | | 4, and 5) | Date | Expiration | | Amount | | |
| | | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| ·r· · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | | |
| Pierce Sandra E. 2555 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48302 | X | | | | | | |

Signatures

Shane M. Spradlin, by Power of Attorney 12/18/2013

**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) 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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