

MONAGHAN CRAIG T  
Form 4  
August 01, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MONAGHAN CRAIG T

2. Issuer Name and Ticker or Trading Symbol  
ASBURY AUTOMOTIVE GROUP INC [ABG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Last) (First) (Middle)  
C/O ASBURY AUTOMOTIVE GROUP, INC., 2905 PREMIERE PKWY NW, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2012

DULUTH, GA 30097  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common stock, par value \$.01 per share	07/30/2012		M		50,000 A \$ 3.64	331,281	D
Common stock, par value \$.01 per share	07/30/2012		S		45,000 D \$ 26.21	286,281	D
Common stock, par	07/31/2012		M		50,000 A \$ 3.64	336,281	D

value \$.01  
per share

Common  
stock, par  
value \$.01  
per share

07/31/2012	S	45,000	D	\$ 26.17 <u>(2)</u>	291,281	D
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Common  
stock, par  
value \$.01  
per share

08/01/2012	M	50,000	A	\$ 3.64	341,281	D
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Common  
stock, par  
value \$.01  
per share

08/01/2012	S	6,600	D	\$ 26.12 <u>(3)</u>	334,681	D
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Common  
stock, par  
value \$.01  
per share

08/01/2012	S	38,400	D	\$ 25.41 <u>(4)</u>	296,281	D
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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.**

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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 Acquired (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock option (employee right to buy)	\$ 3.64	07/30/2012		M	50,000	<u>(5)</u> 01/29/2019	Common Stock 50,000
Stock option (employee right to buy)	\$ 3.64	07/31/2012		M	50,000	<u>(5)</u> 01/29/2019	Common Stock 50,000

buy)  
 Stock  
 option  
 (employee \$ 3.64 08/01/2012 M 50,000 (5) 01/29/2019 Common Stock 50,000  
 right to  
 buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097	X		President & CEO	

## Signatures

Craig T. 08/01/2012  
 Monaghan

    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).
  - (1) Represents the weighted average share price of an aggregate total of 45,000 shares of the Issuer's common stock sold in the price range of \$26.02 to \$26.67 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.
  - (2) Represents the weighted average share price of an aggregate total of 45,000 shares of the Issuer's common stock sold in the price range of \$26.00 to \$26.34 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.
  - (3) Represents the weighted average share price of an aggregate total of 6,600 shares of the Issuer's common stock sold in the price range of \$26.00 to \$26.39 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.
  - (4) Represents the weighted average share price of an aggregate total of 38,400 shares of the Issuer's common stock sold in the price range of \$25.08 to \$25.94 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price.
  - (5) The options vested in three equal installments on January 29, 2010, 2011 and 2012.

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.