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MONAGHA	N CRAIG T										
Form 4											
February 17,	2012										
FORM	ITIES A						OMB APPROVAL				
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	STAT 6.	DOX									
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section										
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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)			
GROUP, IN	(First) RY AUTOMC [C., 2905 PRE , SUITE 300		3. Date of (Month/Da 02/15/20	-	ansaction			X Director X Officer (give below) Pre		• Owner er (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed				iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DULUTH, (GA 30097							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
stock, par value \$.01 per share	02/15/2012			А	34,400 (1)	А	\$0	397,006	D		

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
C/O ASBURY AUTOMOTIVE GROUP, INC 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097	Director	10% Owner	Officer	Other			
MONAGHAN CRAIG T C/O ASBURY AUTOMOTIVE GROUP, I 2905 PREMIERE PKWY NW, SUITE 300 DULUTH, GA 30097	X		President & CEO				
Signatures							
Darlene Quashie, Attorney-in-Fact	/17/2012						

Date

**Signature of 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) The reporting person was granted restricted stock under the Issuer's 2002 Equity Incentive Plan. The restricted stock will vest in three equal annual installments beginning on February 15, 2013.

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.