

MONAGHAN CRAIG T
Form 4
August 01, 2012

FORM 4

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

OMB APPROVAL

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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		
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

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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.

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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 right to buy)	\$ 3.64	08/01/2012	M	50,000	<u>(5)</u>	01/29/2019	Common Stock	50,000
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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. Monaghan	08/01/2012
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 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) 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.

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