

JORDAN VERNON E JR  
 Form 4  
 August 02, 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 \*  
 JORDAN VERNON E JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2012

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

C/O LAZARD FRERE & CO.  
 LLC, 30 ROCKEFELLER PLAZA,  
 62ND FLOOR

(Street)

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

NEW YORK, NY 10020

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, par value \$.01 per share | 08/01/2012                           |  | M                              |   | 1,667 A \$ 14.33  | 43,435   | D                                 |
| Common Stock, par value \$.01 per share | 08/01/2012                           |  | S                              |   | 1,667 D \$ 25.9 (1)   | 41,768   | D                                 |
| Common Stock, par                       | 08/01/2012                           |  | M                              |   | 3,334 A \$ 14.06  | 45,102   | D                                 |

value \$.01  
per share

Common  
Stock, par  
value \$.01  
per share

08/01/2012

S

3,334

D

\$

25.77

41,768

D

(2)

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

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SEC 1474  
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy)                | \$ 14.33   | 08/01/2012                           |  | M                              | 1,667   | <u>(3)</u> 06/06/2014                                    | Common stock, par value \$.01 per share                       | 1,667                         |
| Stock option (right to buy)                | \$ 14.06   | 08/01/2012                           |  | M                              | 3,334   | <u>(4)</u> 05/08/2015                                    | Common stock, par value \$.01 per share                       | 3,334                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

JORDAN VERNON E JR  
C/O LAZARD FRERE & CO. LLC  
30 ROCKEFELLER PLAZA, 62ND FLOOR  
NEW YORK, NY 10020

X

## Signatures

Vernon E.  
Jordan, Jr.

08/02/2012

  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).

Represents the weighted average share price of an aggregate total of 1,667 shares of the Issuer's common stock sold in the price range of  
(1) \$25.87 to \$25.90 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.

Represents the weighted average share price of an aggregate total of 3,334 shares of the Issuer's common stock sold in the price range of  
(2) \$25.75 to \$25.85 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) The options vested in three equal installments on June 7, 2005, 2006 and 2007.

(4) The options vested in three equal installments on May 9, 2006, 2007 and 2008.

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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