MONAGHAN CRAIG T

Form 4

February 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	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) (1 RY AUTOMOTI NC., 2905 PREMI Y NW, SUITE 30	ERE	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2013					X Director 10% OwnerX Officer (give title Other (specify below) President & CEO			
DULUTH,	(Street) GA 30097		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(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)	tion Date 2A. Deemed		Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D) 5)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Benefic Owned (D) or Owners Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	02/15/2013			Code V F	Amount 5,498 (1)	(D)	Price \$ 36.08	214,654	D		
Common Stock	02/18/2013			F	2,981 (2)	D	\$ 36.08	211,673	D		
Common Stock	02/18/2013			F	5,595 (2)	D	\$ 36.08	206,078	D		
Common Stock	02/18/2013			F	5,523 (3)	D	\$ 36.08	200,555	D		
	02/18/2013			A		A	\$0	216,189	D		

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Common Stock			15,634 (4)				
Common Stock	02/18/2013	F	7,497 (5)	D	\$ 36.08	208,692	D
Common Stock	02/18/2013	A	11,517 (6)	A	\$ 0	220,209	D
Common Stock	02/18/2013	F	5,523 (7)	D	\$ 36.08	214,686	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ection	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

DULUTH, GA 30097

Signatures

/s/ George A. Villasana, Attorney 02/20/2013 in Fact

> **Signature of Reporting Person Date

2 Reporting Owners

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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 number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 15, 2012.
- (2) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 16, 2010.
- (3) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 16, 2011.
- Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2010 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares, the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the third and final tranche of this award.
- (5) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2010.
- Each performance share represents a contingent right to receive a share of the Issuer's common stock based on the Issuer's performance during the 2011 Period and the award granted to the Reporting Person as a result of such performance. In order for the Reporting Person to receive these performance shares, the Reporting Person must be an employee of the Issuer on the first, second and third anniversaries of the grant date. This transaction represents the vesting of the second tranche of this award.
- (7) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2011.

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.