

MONAGHAN CRAIG T  
Form 4  
February 09, 2018

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MONAGHAN CRAIG T

(Last) (First) (Middle)

C/O ASBURY AUTOMOTIVE  
GROUP, INC., 2905 PREMIERE  
PARKWAY NW, SUITE 300

(Street)

DULUTH, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ASBURY AUTOMOTIVE GROUP  
INC [ABG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	02/07/2018		S		7,335 (1) D \$ 68.27	86,112	D
Common Stock	02/07/2018		S		7,665 (2) D \$ 68.86	78,447	D
Common Stock	02/08/2018		S		758 (3) D \$ 68.11	2,100	I By trust (4)
Common Stock	02/08/2018		S		1,400 (5) D \$ 69.02	700	I By trust (4)
	02/08/2018		S		700 (6) D 0	0	I By trust (4)

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Common Stock						\$ 70.29			
Common Stock	02/08/2018	S	759 <sup>(7)</sup>	D	\$ 68.08	2,100	I	by trust <sup>(8)</sup>	
Common Stock	02/08/2018	S	1,400 <sup>(9)</sup>	D	\$ 69.07	700	I	by trust <sup>(8)</sup>	
Common Stock	02/08/2018	S	700 <sup>(10)</sup>	D	\$ 70.26	0	I	by trust <sup>(8)</sup>	
Common Stock	02/08/2018	S	758 <sup>(3)</sup>	D	\$ 68.09	2,100	I	By trust <sup>(11)</sup>	
Common Stock	02/08/2018	S	1,400 <sup>(9)</sup>	D	\$ 69.02	700	I	By trust <sup>(11)</sup>	
Common Stock	02/08/2018	S	700 <sup>(6)</sup>	D	\$ 70.28	0	I	By trust <sup>(11)</sup>	
Common Stock	02/08/2018	F	3,800 <sup>(12)</sup>	D	\$ 67.75	74,647	D		
Common Stock	02/09/2018	S	1,100 <sup>(13)</sup>	D	\$ 67.55	73,547	D		
Common Stock	02/09/2018	S	3,135 <sup>(14)</sup>	D	\$ 68.44	70,412	D		
Common Stock	02/09/2018	S	765 <sup>(15)</sup>	D	\$ 69.58	69,647	D		

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.**

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

## Reporting Owners

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

## Signatures

/s/George A. Villasana, Attorney  
In-Fact

02/09/2018

\_\_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 7,335 shares of Issuer's common stock sold in the price range of \$68.01 to \$68.45 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or 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 7,665 shares of Issuer's common stock sold in the price range of \$68.48 to \$69.45 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or 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 758 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(4) Shares owned by The Shannon Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.

(5) Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.35 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(6) Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.75 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(7) Represents the weighted average share price of an aggregate total of 759 shares of Issuer's common stock sold in the price range of \$67.70 to \$68.60 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(8) Shares owned by the The Rand Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's wife is the trustee.

(9) Represents the weighted average share price of an aggregate total of 1400 shares of Issuer's common stock sold in the price range of \$68.70 to \$69.40 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(10) Represents the weighted average share price of an aggregate total of 700 shares of Issuer's common stock sold in the price range of \$69.75 to \$70.65 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(11) Shares owned by The Connor Monaghan Irrevocable Trust for the benefit of a child of the reporting person, of which the reporting person's spouse is the trustee.

(12) Represents the number of shares of the Issuer's common stock withheld for payment of taxes upon the vesting of a restricted stock award granted on February 8, 2017.

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(13) Represents the weighted average share price of an aggregate total of 1,100 shares of Issuer's common stock sold in the price range of \$67.10 to \$67.75 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(14) Represents the weighted average share price of an aggregate total of 3,135 shares of Issuer's common stock sold in the price range of \$68.10 to \$69.05 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

(15) Represents the weighted average share price of an aggregate total of 765 shares of Issuer's common stock sold in the price range of \$69.10 to \$70.05 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the Issuer or security holder, full information regarding the number of shares sold at each separate price.

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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