

Sawicki Michael
Form 4
February 20, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sawicki Michael

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Controller & CAO

(Street)
DULUTH, 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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
Common Stock	02/15/2013		F	179 ⁽¹⁾ D	\$ 36.08	4,429	D
Common Stock	02/15/2013		F	163 ⁽²⁾ D	\$ 36.08	4,266	D
Common Stock	02/15/2013		A	550 ⁽³⁾ A	\$ 0	4,816	D
Common Stock	02/15/2013		F	184 ⁽⁴⁾ D	\$ 36.08	4,632	D
	02/18/2013		A	A	\$ 0	5,749	D

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Common Stock				1,117 (5)				
Common Stock	02/18/2013	F	364 (6)	D	\$ 36.08	5,385		D
Common Stock	02/18/2013	F	151 (7)	D	\$ 36.08	5,234		D
Common Stock	02/18/2013	F	301 (7)	D	\$ 36.08	4,933		D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sawicki Michael C/O ASBURY AUTOMOTIVE GROUP, INC. 2905 PREMIERE PARKWAY NW, SUITE 300 DULUTH, GA 30097	Controller & CAO

Signatures

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

**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 number of shares of the Issuer's common stock withheld for payment of taxes on shares of restricted stock granted on February 15, 2011.

(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 15, 2012.

(3) 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.

(4) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 15, 2011.

(5) 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.

(6) Represents the number of shares of the Issuer's common stock withheld for payment of taxes on performance shares granted on February 16, 2010.

(7) 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.

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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